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FEATURING CHRISTOPHER WEST • WIL UPCHURCH
RODNEY THOMPSON • CREIGHTON BROADHURST
KENT ERTMAN

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"The café was built into one side of a stone ramp at the bottom of a high white canyon of masonry. Faces of The City poured through silent as fish, stained with vile addictions and insect lusts. The lighted café was a diving bell, cable broken, settling into black depths."

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October 2003
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Pleased to Meet You

Flash back about 10 years ago to a rainy Autumn in Boston. I'm new to the city, having moved from Minneapolis to attend my first year of studies at a tiny little Back Bay college. Dorm life was fun, and all, but it wasn't long before I decided I needed to get out there and find myself a game of DUNGEONS & DRAGONS.

The college itself had little to offer, so I walked down Mass Ave to a little store called the Compleat Strategist, where I'd noticed a "gamers seeking gamers" corkboard that seemed promising. I borrowed a notecard and pen from the guy behind the counter and scribbled out a little proposal:

Experienced Gamer Looking for a D&D Campaign
Loves Greyhawk, Planescape, and Al-Qadim
Contact Erik Mona, etc., etc., etc.

Within a week, I got my first call. Let's call the guy on the other line Jason, both to protect his identity and to mask the fact that I've completely forgotten his real name. Jason explained to me that he was starting up a new D&D campaign, set in his own world, and that he thought I might fit in as a player. I agreed to play, and got directions to his downtown Boston apartment. When the appointed time came, I walked a dozen blocks in driving rain to get there. Nature wasn't going to stop me from rolling some dice and killing me some monsters.

I buzzed the apartment, and Jason let me inside the old building. I excitedly approached his first-floor flat, shaking rain from my hair and creaking the hardwood planks of the ancient hallway floor. I knocked on the door and prepared myself to meet my new DM.

Jason opened the door, exposing his heroin-thin shirtless frame and a goofy, "I've just been smoking something illegal" smile. "What's up, dude?" he asked vacantly, waving me inside. We walked into a largely empty hardwood-floored room, in which the two other players, Jason's girlfriend and another Compleat Strategist recruit who looked like a Shanghaied math teacher, sat on a ratty couch, the room's only piece of furniture. At least a dozen fully loaded snake aquariums lined the walls, their inhabitants staring at me as if they were sizing up an innocent little mouse.

Jason and I took our seats on the uncomfortable floor. We rolled up characters using the ever-popular 3d6 six times in a row method, which as usual produced a list of characters who were really good at one thing and nearly crippled in at least four. I ended up with a 3 Charisma (bless my luck!), and decided my cleric had once suffered a nasty battle axe wound to the face. It turned out to be a good metaphor for the rest of the session.

As our characters approached a dungeon through dense jungle, I was treated to the following exchange:

"You walk down a path and notice that the trees to your left are shaking around. Out pops a big reptile with a giant head and little tiny arms," Jason said.

"Like a Tyrannosaurus Rex?" I asked, a bit confused.

Jason pointed to me, eyes wide with excitement. "50 experience points."

After a torturous encounter with a drunken leprachaun who put my character to sleep for several weeks, I concocted a reason to get out of there fast. I didn't come back, and the game still ranks as the worst first session of my gaming career. Jason was a nice guy, but he was a rotten new DM.

As the new editor-in-chief of *DUNGEON/POLYHEDRON*, I feel a bit like your new DM, and I know you expect a lot. I'll lay out some of my plans for the magazine in future editorials, but for now I'll just say sit tight. We've got quite a campaign in store.

If you're good, I'll give you 50 experience points.

ERIK

dungeon@paizo.com

Dungeon

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DUNGEON (ISSN# 1542-5401) is published monthly by Paizo Publishing, LLC, 3245 146th Place SE, Suite 110, Bellevue, WA 98007-6481, United States of America. Periodicals Postage Paid at Bellevue, WA, and at additional mailing offices.

POSTMASTER: Please send address changes to *DUNGEON Magazine*, P.O. Box 469106, Escondido, CA 92046.

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Distribution Nationally and Internationally by Curtis Circulation Company, 730 River Road, New Milford, NJ 07646. Tel: 201-634-7400. Fax: 201-634-7499

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Printed in the U.S.A.

PRISON MAIL

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Sub-Optimal Sub-Bonus

First of all, I wanted to thank you guys for all the great adventures and ideas that you've been publishing in your magazine. I have to admit that I was slightly disappointed with one aspect of issue #99: the special "Bonus Subscriber Section." It's of course an understandable marketing idea to get a few more people on your mailing list, but I've always bought my magazine at a local gaming store for the simple reason that I like to keep the magazines in good condition (go ahead, call me anal retentive). The postal service is usually pretty good, but once in a while a magazine does come in quite banged up, or it's lost entirely. It would have been nice to have that extra adventure. It feels like I've been penalized for not subscribing. Maybe you could make it available on the Web someday?

Robin Mayenfels
Prince Rupert, B.C.
CANADA

Local Support

Thanks for the great magazine. I find all parts of *Dungeon/Polyhedron* useful for generating ideas, if not directly, then as "seeds" that germinate a few days later. The Mini-Games are excellent for showing where d20 can go.

I would like to comment on the subscriber-only bonus adventure in issue 99 ("Fish Story") or rather, the lack of it. While I could probably convince my wife that we could afford a year's subscription up front (at the foreign rate), I prefer to support my local gaming store even if I am paying extra to cover their margin. I am disappointed that I end up missing out because of that choice. I consider myself a subscriber insofar as I have my name down for copies of both *Dragon* and *Dungeon/Poly* on a list that Chris (the store owner) maintains, as do many other people.

I can understand that subscribers give a businesses such as yours a guaranteed income and give you some certainty for a year of income/cost projections, whereas people like me can come and go from month to month. However, I would have no problem as a "non-subscriber" paying an extra dollar or two to get the full magazine. I would have thought that having to produce two versions of an issue would cost you more.

Please give us non-subscribers the opportunity to purchase these extras in one form or another, preferably as part of our monthly fix.

Mark Bryant
Hamilton, New Zealand

Sub Section

I have been buying *Dungeon Magazine* at my local game store since 1996. Every time there is a new issue, I buy it. I am concerned about the subscriber-only content you keep putting in the magazine.

I do not want to subscribe. I want to support my game store and pick it up there. I feel that I am not getting all the magazine, and I am paying more for that because you always offer subscribers a discount. Please do not put in any more subscriber-only content, as this short-changes the public. If I am paying full price for something, I should get all of it, don't you think?

Ken Morano
Via Email

Mommas and Papas

I wanted to write to express my displeasure at your decision to create a "Subscribers Only" section in your magazine.

I have been gaming since I was in the 5th Grade. I'm 34 now. I don't game nearly as much but inertia and interest has me continuing to purchase your products because for me it's an enjoyable read/hobby.

This latest shift has me concerned. You have put me in a tough place to be as a consumer and I do not really appreciate it. As I have already mentioned, I have been playing your games and purchasing your products since I was about 11 years old. I am now 34 so that's 23+ years of being a consumer of first TSR and then WotC and now Paizo. During that time, I have always been able to purchase your products from the local "Mom and Pop" hobby and game stores.

At various times we had access to some of your products through the chain outlets (Waldenbooks, B. Daltons, Hobby Town, It's your Move, and such) but their care for their inventory and knowledge of the products as well as willingness to find something you wanted was always lacking.

In other areas of the country where I have lived and visited, sometimes

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Subscriptions: Direct change of address and other subscription inquiries to Paizo Customer Service at subscriptions@paizo.com or call (425)289-0060. Or write to us at Subscription Department, Paizo Publishing, 3245 146th Pl SE Ste 110, Bellevue WA 98007-6481.

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Letters to the Editor should be emailed to dungeon@paizo.com or polyhedron@paizo.com or mailed to Prison Mail, Paizo Publishing, 3245 146th Pl SE Ste 110, Bellevue WA 98007-6481. Letters may be edited for space and clarity.

Submissions: Interested in writing for the magazine? Download our submission guidelines by visiting the *Dungeon* homepage at www.paizo.com/dungeon.

the only place you could find roleplaying materials were in these small stores, owned by American entrepreneurs, who risked a lot to bring a product to a small demographic.

In return for their services, I have always preferred to bring them my business because it's what helps them stay afloat. Without these businesses, I daresay that TSR, WotC, and Paizo would not be where they are today. You owe quite a lot as well to these small, "Mom and Pop" stores who have been your outlet to the gaming community.

And now, if I want to get all the content from your magazine, you are telling me that I must cease purchasing it from them, where I have been going for 20+ years and instead work directly with you.

I truly believe this is a disservice by your company to those who have supported you through good times and bad.

I really would like to have the benefit of receiving your full magazine, while also ensuring my local game store can remain open.

Theron Croissant
Via Email

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Response to our bonus subscriber section has been so vitriolic it's made us long for the days of the vile content debate. What started as an innocent way of rewarding our loyal subscribers has blossomed into a divisive issue for long-time fans, who rightly point out that our new policy isn't exactly friendly to the retailers who have supported us for so long.

So we're killing the section. Dead. This issue is the last DUNGEON *to feature a subscriber-only section, and the decision has been made largely due to reader feedback. This puts us in a somewhat uncomfortable position of having offered something that now won't be happening, but after long consideration we believe we've made the right choice. We hope you agree.*

Bummed Over 101

I felt I had to write to express solidarity with some of the opinions expressed in two letters you published in issue #101. I'm of the opinion that the quality of the magazine is somewhat less now than it was prior to the beginning of the monthly run and the incorporation of *POLYHEDRON*.

Prior to recent changes, there never failed to be something I could use in my campaign. If the main feature modules couldn't be worked in, the Side Treks or Critical Threats always could. There is less to choose from in the new format, and consequently, less content that I find useful. If the current trend holds, I'll need to reevaluate whether I wish to renew my subscription. If only one issue in four holds something for me, it is to my advantage to just buy those on the newsstand.

Back in the days of paying membership into the RPGA, I was glad that *POLYHEDRON* was free because I rarely felt that it included information for which I was willing to pay. The same holds true of what I have seen thus far in the new format. I subscribed to *DUNGEON* for D&D content and a dozen pages of a Mini-Game I'll never play are worthless to me.

On the positive side, the quality of the adventure material you are publishing is very good and I appreciate that very much. I just want more of it in each issue.

Steve Smalenberg
Via Email

Most Mini-Games include at least one major rules convention that can be used in any game. Iron Lords of Jupiter, Pulp Heroes, *and several others contain, at the very least, numerous feats appropriate to even the most straight-laced fantasy campaign. That said, it's our job to provide interesting, compelling content that'll bring you back issue after issue, and we're committed to doing just that.*

As I mentioned in my editorial, we'll be tinkering with the content mix a little in upcoming months to provide a wider variety of DUNGEON *adventures and support features like Critical Threats and Sidetreks. Keep watching the magazine and drop us a line to let us know how we're doing.*

The Other View

Hey, I know you guys have been taking some flak from readers who feel cheated on the quantity of material in the magazine and the price hikes that have come down recently, but I wanted to say that some of us are still happy with the magazine you produce. Sure I'd like to see more content for less money—who wouldn't? I just know that it costs a lot to put out the quality publication you have and I understand that you have to turn a profit. That's life, unfortunate as that may be.

In recent issues you've started two small but excellent features: Global Positioning and Starships of the Galaxy, so I was thrilled when in the last issue (August) it was indicated that more starships were coming. I just launched a *Star Wars* campaign featuring the *Wayfarer*-class medium transport as the PCs' "home base." I had been searching for the perfect hook for a new campaign and there it was, totally unexpected in the May issue. Sometimes it's the little things that help an already excellent pair of magazines stand out.

Andrew Marlowe
Via Email

We'll be printing Chris West's Starships of the Galaxy *maps as long as we possibly*

can. Check us this issue's POLYHEDRON, *in which Chris brings his cartographer's eye to one of the most familiar starships in all of science fiction.*

Darn Us. Darn Us All To Heck!

This letter is in response to several rants about the new format of *DUNGEON* from issue 101. Those rants cite that Paizo has lowered the bar on both quality and quantity of materials and that the letter writers are, in varying degrees, upset. They have their opinions and I have mine. My opinion: They are **wrong**. (Ain't subjectivity great?)

Let me begin by saying that WotC and Paizo have done so much to fuel my campaign world with ideas for adventures that I am now completely overloaded with ideas that will never come too fruition! Darn you to heck! That being said, I say, "Keep it coming!!!"

Personally, I have no qualms with your switch to monthly issues, as it gives me more to peruse each month, rather than waiting for a deluge of information every other month. I thoroughly enjoy getting my subscriptions to both *DRAGON* and *DUNGEON* mags at the current rate. I anticipate the receipt of fresh new ideas for adventures and characters alike and simply haven't seen you slip in quality. Rather, I perceive a constant striving to give us (all) more of what we want. Unfortunately, we all want different things.

That being said, here's a brief wishlist of my personal wants (had to get this in!):

1. More cartoons!

2. More NPCs! Perhaps in conjunction with doing more issues of both *DRAGON* and *DUNGEON* as theme issues, like *Incursion*, but more so, actually including actual NPCs (in number) who we could fit into our campaigns.

3. More maps!

I figure these three things are quite enough to ask for right now. I won't hold my breath because I understand that you must weigh the marketable aspect of addressing each. Many people may not want what I want and vice versa. There are often portions of *DRAGON* or *DUNGEON/POLYHEDRON* that don't float my boat. *POLYHEDRON* rarely does, but enough comes though it overall to make it a worthwhile inclusion.

All being said, you guys and gals are doing well with your products. Rants are easier to come by than raves. So take this rave and run with it. Keep up the good work.

Aaron C. Frankland
Gallup, New Mexico

I have been playing various incarnations of the D&D game for 20 years and have seen many changes, cosmetic and technical. Sadly, however, one thing has remained constant: all of the rule and source books/magazines have never acknowledged LGBT (Lesbian, Gay, Bisexual, and Transgendered) players. You have made laudable strides in representing females and people of color in your publications; you are using both male and female pronouns and your illustrations have begun to reflect the ethnic diversity of gamers. Although we all know D&D is simply a game, we also know that these objectively minor and painless changes mean something to the players.

Yet, while U.S. society and most of the "western" countries which make up the bulk of D&D players continue to progress dramatically toward inclusion of LGBT people, the D&D people persist in casting us in permanent *invisibility*. Is the spell so powerful that no one can break it? I'm not suggesting a source book for LGBT players or spells which alter a character's sexual orientation (though that would certainly be amusing); neither am I advocating more sex. I'm simply proposing an occasional variation to the NPC's preference. Wouldn't it be a breath of fresh air if a prince fell in love with another prince for a change? We also needn't be reminded that the charm of a particular NPC is more potent for those of the opposite sex. Additionally, the overwhelmingly heterosexist nature of so many of your illustrations further pound into our collective heads that heterosexuality is THE way to go. I hope this is not an area where you agree with the religious right, a contingent which has always opposed D&D.

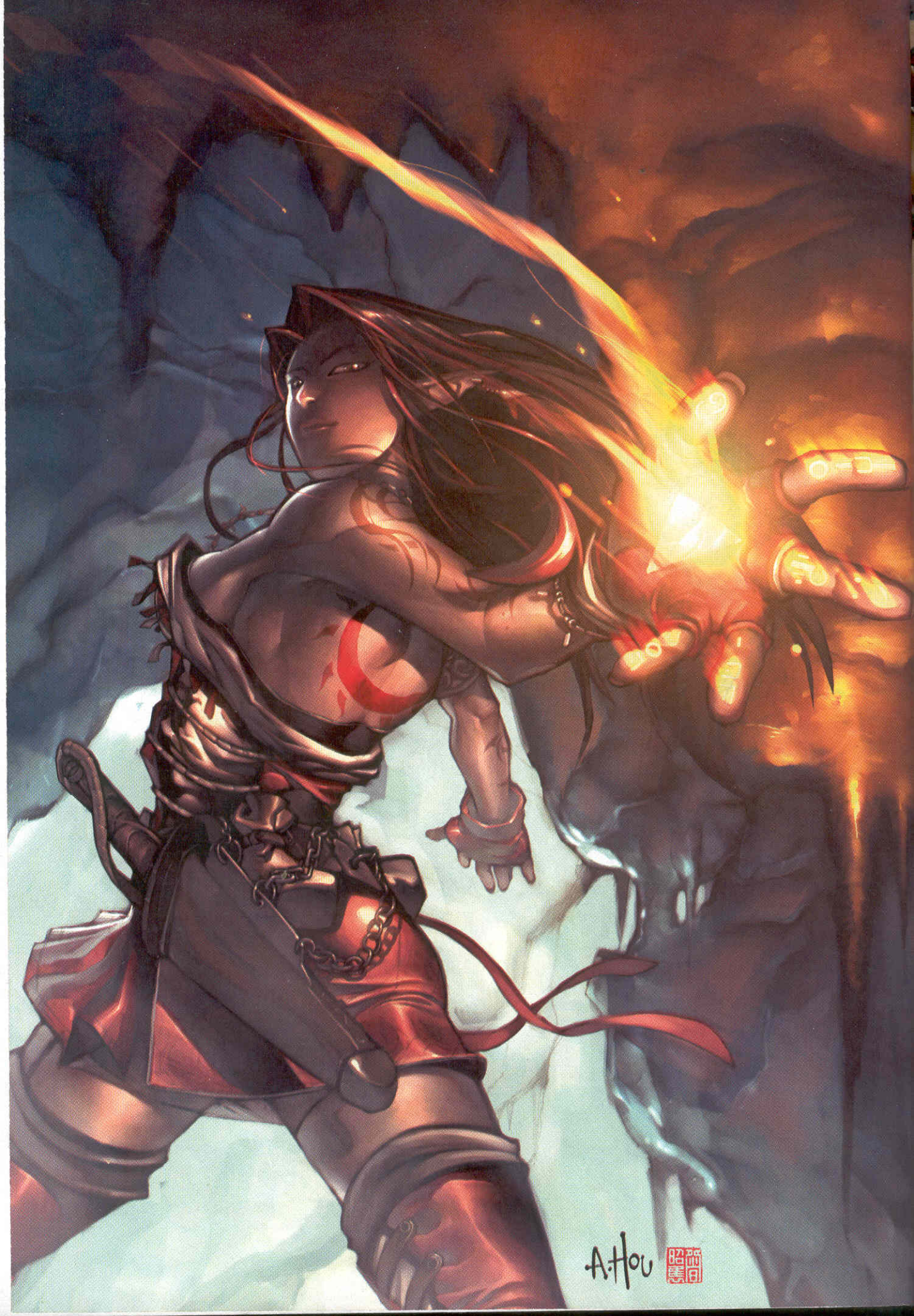
As an openly gay public school teacher, I'm always surprised at how badly kids need role models. Invisibility has always been the blessing and bane of LGBT people. Most of us can blend in with everybody else if we have to, but, as Mystique of X-Men stated, "why should we have to?" I urge you to reconsider your policy of excluding LGBT people. It's not a matter of political correctness; it's a way of touching and acknowledging some of the kids (and adults) who play your game and buy your products by saying, very simply: you exist.

Gary Ma
Davis, California

Thanks for writing, Gary. While I agree with much of your letter and think it would have been a spot-on criticism five years ago, I take exception with the observation that our magazines and Wizards of the Coast's D&D products treat LGBT people as invisible pariahs. Gone are the days of magic items making characters attractive to "members of the opposite sex." These days, such things are more likely to add bonuses to skill checks made against anyone who would find the character attractive, an intentional change to be more accommodating of nonhetero players.

Off the top of my head, I can think of a recent DRAGON *article that featured two gay male protagonists, and even cited their relationship as an important adventure hook.* FORGOTTEN REALMS: Faiths & Pantheons *sheds new light on the sexuality of the goddess Lliira, again citing a same-sex relationship with one of her priestesses as a major driving force in her recent history. I can remember those examples simply because I wrote them—several others exist.*

If and when we receive a great submission that uses a same-sex relationship as an important part of an adventure, you'll see it here. But we're not going to do it just to do it. It's got to be a great adventure first.—ERIK MONA


A.HOU

GLACIAL INFERNO

BY KENT ERTMAN

ARTWORK BY ANDREW HOU & ARNOLD TSANG AND AARON ST. GODDARD
CARTOGRAPHY BY CRAIG ZIPSE

"Glacial Inferno" is a D&D adventure for a party of four characters of 7th level. While it is possible for a party to push their way to the end by brute force, this approach will tax the average party to its limit. Clever tactics and good roleplaying make things significantly easier. This adventure is easily scaled for parties of different levels. See the "Scaling the Adventure" sidebar for suggested changes.

This scenario is set in the Duchy of Urnst in the GREYHAWK campaign setting, but the DM can relocate it anywhere in her own campaign with little difficulty by placing the adventure in any nonevil kingdom bordering a mountainous region.

BACKGROUND

Huhueteotl (who-HWEY-tee-o-tul), the Flame Lord, was a wizard of extraordinary power with a fondness for fiery magic that bordered on pyromania. Power-hungry and reckless, he dabbled with powers he could barely control, but through sheer luck and brute magical force managed to avoid utter destruction for many years. Due to his many escapes, Huhueteotl came to believe himself invincible; a wizard without peer who could handle anything.

Some years ago, he discovered the flaming caverns that became his permanent home in the burning heart of a nearly extinct underground volcano in the Abbor-Alz. At that time the caves contained nothing more than a massive pyramid dedicated to a forgotten deity at the center of a vast lake of flame. The fiery lair suited Huhueteotl's fire-loving nature, and he decided to tame the raw power of the place and become its master. He proceeded to expand the complex to accommodate his underlings and continue his work.

Beside acquiring ever more powerful magic and allies, Huhuenteotl has no real purpose in life. So occasionally he invents one. He recently decided to lay claim to the Duchy of Urnst, a small mercantile nation ruled by the benevolent Duke Karll Lorinar. In the past few months, he and his "Flame Mage" associates have initiated an aggressive campaign of terror and violence, burning villages and castles with abandon.

The Flame Lord devised two plans to support his conquest. Huhueteotl recently discovered the true names of a trio of chain devils (kytons) and decided he must have them as soldiers in his as-yet non-existent army. He called the heat-vulnerable devils via *planar binding* and imprisoned them in an uncomfortably hot area of his sanctuary. He believed the sheer discomfort would break their wills, allowing him to bind them to a level of servitude beyond the normal scope of the spell. The fiends proved more resilient than Huhueteotl expected—even the heat of a volcano couldn't match the endless infernos of hell—so he left them imprisoned while daily renewing his demands.

His second move was to retrieve a dangerously powerful artifact called the *frozen soul* from its resting place deep in an arctic glacier. Huhueteotl planned to unleash its effects and threaten to destroy the duchy if Duke Karll did not submit to his terms. The Flame Lord moved the artifact to the hottest part of his flaming demesne with the expectation that the overpowering heat would contain the cold zone of the device.

It didn't. The artifact nearly extinguished the core of the volcano. Huhueteotl managed to contain the zone of cold with a ritual of his own design that combined several *endure elements* spells with *protection from energy (cold)*. This was just enough to limit the effects of the *frozen soul* to a 50-foot radius. Every day he performed the ritual again to maintain the unstable equilibrium around the *soul*.

At this point Huhueteotl's incredible luck ran out. After several infuriating days of imprisonment, one of the kytons broke free while Huhueteotl was reiterating his demands. The devil messily killed the Flame Lord just as he was *gating* a fire elemental to protect him. The uncontrolled elemental went on a rampage, wounding the freed devil and attacking the Flame Mages that rushed to their fallen leader's aid. To the Flame Mages' horror, the elemental found the burning halls an inviting environment and wouldn't return to the Elemental Plane of Fire. Thus began a day-long game of cat and mouse as the Flame Mages hunted the elemental through the complex, trying to drive it out. They finally succeeded by tricking the elemental through the *gate* that connects the subterranean halls to the surface world.

About this time, Huhueteotl's protections around the *frozen soul* ran out, and the zone of cold started slowly expanding. A dozen ice paraelementals from the Plane of Ice were drawn through the soul into the flaming halls. As the zone of cold expanded, more dangerous creatures began to appear, pushing the weaker denizens from the safe zone to make room for themselves.

Into this chaos come the PCs.

ADVENTURE SYNOPSIS

The PCs unknowingly pass near the entrance to Huhueteotl's lair as a fire elemental bursts through and attacks. After dealing with the creature, they learn of Huhueteotl's recent activities and enter the Flame Lord's lair in hope of stopping his plot.

Inside they find a deserting Flame Mage named Xel-Taret, who offers to tell them what is going on in exchange for safe passage. She tells them about the *frozen soul* and its potential effects on the Duchy of Urnst, and suggests they search Huhueteotl's library for clues to destroying it. Deeper into the complex the party is ambushed by the other surviving Flame Mages. Later, they free an imprisoned cleric who tells them that another surviving Flame Mage, Toaclet, plans to release the remaining kytons. To conclude the adventure, the PCs must deal with Toaclet and the devils, somehow destroying the *frozen soul* before they freeze to death. If they go to the library for information, they find Huhueteotl himself, newly risen as a bodak, guarding the chamber.

BEGINNING THE ADVENTURE (EL 9)

The adventure begins when the PCs stumble into a skirmish between a small company of Urnstan soldiers and some escaped salamanders from the hidden halls of the Flame Mages.

> It is nearly nightfall. You round a corner at the top of a small coulee and find yourself looking down at a massacre. Three human men, faces and armor stained with soot, fight for their lives against four hellish creatures. The monsters' vaguely humanoid bodies rest upon muscular ophidian tails. Their bodies ooze flame. The charred and mangled bodies of a dozen armored men litter the ground. Clearly the humans are faring poorly.
>
> "Pelor's light!" screams a voice to your right. You turn to see another armored human, lying pinned beneath the body of a blistered, lifeless horse. Blood sprays from his lips as he reaches to you and screams, "Help us!"

Creatures: The four salamanders gleefully incinerate the soldiers. The man trapped under the horse 40 feet to the party's right is Ellis Lorinar, administrator of the town of Kelefane and nephew of Urnst's Duke Karll. Before the PCs have a chance to act, one of the soldiers kills a salamander and burns to death in the process. The party begins combat 150 feet away from the salamanders at the top of a gentle slope.

Average Salamanders (3): hp 42, 32, 45 (all normally 58), *Monster Manual* 219.

Tactics: The salamanders revel in the glory of battle and don't notice the PCs unless they come within 30 feet. At that point they charge. If reduced to 13 hp or less, the creatures try to escape.

Development: The two surviving soldiers are 3rd-level fighters (see the *Dungeon Master's Guide* page 117) with only 3 hit points remaining. If the PCs intervene, the salamanders finish off the soldiers before merrily charging up the slope to attack. If the PCs choose not to intervene, the three salamanders make short work of the soldiers and then turn on the helpless Ellis Lorinar. Unless the PCs take extraordinary means to conceal themselves, the salamanders have an excellent chance of spotting them as they climb the coulee. They attack any target they encounter. If the players take definite measures to run away, they can avoid this encounter. However, Administrator Lorinar is killed and the rest of the adventure doesn't happen.

Once the salamanders have been dealt with, the PCs presumably help Lorinar out from under his horse. The administrator is battered and has a broken leg but is not seriously hurt. Read or paraphrase the following.

> "By the light, what a disgrace!" barks the big man as he yanks off his helmet and hurls it angrily to the ground. "Damn you, you faceless bastard!" He yells to the sky. "I will hunt you down like the dog you are and. . ."
>
> The man grits his bloody teeth for a few silent moments, spits crimson, and then calms himself.
>
> "I am Ellis Lorinar," he says in even, clipped tones, "Administrator of Kelefane, nephew of Duke Karll of Urnst. My men and I were on a mission when we were ambushed by those flaming fiends! More servants of the bloody *Lord of Fire*." He snarls, his voice harsh with fury.

If asked to elaborate, Ellis continues:

> "We were hunting a depraved and violent enemy of the Duchy. Three weeks ago, unknown attackers burned one of my outpost towers near the Abbor-Alz Mountains to the ground. Since then, there have been seven more attacks on villages and outposts. All of them were burned, and my court wizard tells me a great deal of magic was involved. I received no demands but for a letter delivered to me by . . ." Ellis grimaces sourly, and grinds his teeth for a moment before continuing. "... a flying mouse.
>
> "It said only to expect more devastation at the hands of the 'Flame Mages,' whoever in Hades they are. It was signed by a man calling himself Huhueteotl, Lord of Fire. I have been hunting him for days without the least success. Now I finally have a fresh trail to follow and here I am with a slaughtered platoon, a lame leg, and a dead horse!" Lorinar throws his head back and screams in frustration, fists clenched.
>
> Abruptly he looks at you, red-rimmed eyes blazing with fury, and blood flowing generously from the side of his mouth. "You," he sputters. "All of you. Follow the trail of burned grasses, while the path is still fresh. Track those godless devils back to Huhueteotl and carve out his heart! Do it in the name of the Duchy and I will personally see to it that Duke Karll rewards you himself."

If the PCs abandon the injured administrator, he has no means to stop them. If they offer assistance, Lorinar deputizes them on the spot and offers the thanks of the duchy. If the party asks, they can lay claim to whatever equipment his dead soldiers were carrying. Almost everything is burned beyond use,

but you can allow the PCs to recover whatever mundane equipment they feel they need. The duke claims the one surviving horse, so that he can ride back to his outpost and assemble a new strike force. The journey takes well over 9 hours and he is eager to get started. He scrawls a map to the outpost on the back of a singed purchase receipt and tells the PCs to return there when they complete their mission. He stresses time is of the essence. The Flame Mages will certainly grow suspicious when their agents don't return.

He refuses any offers of magical healing, telling the PCs he is no stranger to injury and that they should save their magic for themselves. He hastily leaves before the sun sets, intending to ride through the night. He encourages the PCs to rest and start fresh in the morning.

If the party insists on negotiating a price, Lorinar offers a 3,000 gp reward but grudgingly agrees to as much as 5,000 gp. If the negotiations become excessive or insulting, the injured lord hauls himself gracelessly onto the back of the horse and rides off muttering about greedy mercenaries.

Tracking the salamanders is ridiculously easy; they left a plainly visible trail of burned flora. After several hours of travel, the trail ends abruptly in the middle of an empty field. Let the PCs prepare for what they think will be an assault on a fiery stronghold. They may be fatally surprised by the dungeon's icy heart.

TRAILING THE FLAME MAGES (EL 7)

When the PCs reach the end of the trail, read or paraphrase the following:

> In the middle of a barren clearing, the trail simply ends at the foot of a pair of unremarkable stone pillars, each about 8 feet tall. Suddenly the ground between the pillars blazes with fire. The flames lazily lick their way upward until they reach the tops of the columns, forming a fiery curtain between them. Through the delicate, wispy flames you can see a large stone room beyond.
>
> Abruptly the flames grow an angry red. With a thundering roar a massive blazing inferno bursts through the gateway and forms a furiously burning pillar of pure flame over 15 feet tall. The living pillar of flame glares at you with two eyes of brilliant blue, and hisses like the crackle of burning paper. "Manlings will pay for my hurt." It roars toward you, leaving a fiery orange trail and motes of whirling ash in its wake.

Creature: The fire elemental abandoned Huhueteotl's lair in a mad rage after hours of battling the Flame Mages. Enraged beyond rational thinking, the elemental fights either until it, or every "manling" in its presence, is dead.

Greater Fire Elemental: hp 178 (currently 62); *Monster Manual* 99.

Tactics: The elemental just wants to burn and destroy. This should be a furious, but short, battle.

Development: Once the elemental has been dealt with, the PCs are free to approach the *gate*.

THE HALLS OF HUHUETEOTL

The fiery *gate* deals no damage to those who pass through. The *gate* is activated by the command words "open" and "close" in Ignan. It remains open until commanded otherwise. Passing through the *gate* takes the PCs to area 1.

DUNGEON FEATURES

Walls: With the exception of the fire caverns, the walls are clean and smooth and decorated with ornamental hieroglyphics. Climbing the walls is difficult (Climb DC 25).

Doors: Huhueteotl's stronghold has no doors except for secret ones. PCs can discover the stone doors with a DC 20 Search check. All are opened by pushing buttons hidden in the surrounding hieroglyphics.

Secret Doors: 4 in. thick; hardness 8; hp 60; Break DC 28.

SCALING THE ADVENTURE

"Glacial Inferno" is intended for four 7th-level characters, but it can be modified for parties of different sizes or levels. The adventure is more suitable when scaled up than down, since lower-level parties are unlikely to possess the variety of weapons required to defeat the varied elementals and outsiders. Consider adapting the adventure as follows:

5th- to 6th-level PCs: Run the adventure as written but with the following changes:

- Make the greater fire elemental a Huge elemental.
- Reduce the number of salamanders in area **10** to one, or consider making all the salamanders throughout flamebrother salamanders rather than average salamanders.
- In area **11**, eliminate Xel-Chiot entirely.
- Reduce the number of kytons in area **19** to one.
- Reduce the number of paraelementals in area **20** to two.

8th- to 9th-level PCs: Run the adventure as written but with the following changes:

- Make the greater fire elemental an elder elemental.
- Replace the average salamanders in area **10** with one noble salamander.
- In area **11**, increase each Flame Mage's level by one or two.
- Increase the number of flesh golems in area **15** to two.
- Change Toaclet's spell list so that he has half of his spells available for each casting level. He has *stoneskin* active when encountered in area **19**.
- Increase the number of kytons in area **19** to three or four, and consider advancing one of the kyton's Hit Dice by 2–3.
- Increase the number of average salamanders in area **20** to three.

Remember that changing the Encounter Levels should raise or lower the amount of treasure in the adventure. Consult page 51 in the *Dungeon Master's Guide* (Tables **3–3**, **3–4**, and **3–5**) to determine the treasure appropriate to the new encounters.

Light: Areas **3**, **4**, **5**, **6**, **10**, **17**, **19**, and **20** are well lit by the pools of magma in the stronghold. Areas **1**, **11**, **16**, and **19** are well lit by *continual flame* stones set in sconces. All others are unlit.

Ceilings: Ceilings are 20 feet high except for two areas. In area **11** the vaulted ceiling soars to 40 feet. In the fire caverns the height varies from 8 to 12 feet in the smaller passages and 80 to 200 feet in the caverns.

Heat: Most areas in the complex are "very hot" as described on page 303 of the DUNGEON MASTER'S *Guide*. Areas **3**, **6**, **10**, **17**, and **19** are regions of "severe heat," and areas **4**, **5**, and the bridges are regions of "extreme heat." Inside the fire caverns, including area **20** outside the cold zone, PCs suffer 1d6 points of normal damage per round from roiling flames that reach almost to the ceiling. Only areas **1**, **2**, and **14** are at more normal temperatures.

Bridges: The magical wood bridges are immune to fire.

Heat-Resistant Bridges: 1 in. thick; hardness 5; hp 10; Break DC 23.

1. ENTRANCE AND STOREROOM (EL 11)

The Flame Mages stored most of their mundane goods like sacks of grain, wood, cloth, tools, and paper in this chamber. Read or paraphrase the following once the PCs step through the *gate:*

> You step into a long stone room choked with piles of broken crates. Many are charred and some even burn feebly. Black ash smears the walls and ceiling. It looks like the fire elemental ran amok in this storeroom. You stand on a 20-foot-wide plain stone altar positioned between two pillars just like the ones you just passed through. A short flight of steps leads down.
>
> The sound of breaking glass pulls your attention beyond the ample wreckage to a tall man in singed and sweaty clothing. He stares at you, mouth agape. His empty right hand is poised at his lips as if he was about to take a drink. At his feet is a broken bottle.
>
> "Damn!" he says, and runs away.

Smashed, smoldering crates clog the chamber. Treat the debris as dense rubble (see the DUNGEON MASTER'S *Guide* page 60).

Creature: The man is Toaclet, and the party interrupted him as he was about to drink a *potion of cure serious wounds*. He immediately casts his quickened *invisibility* spell as a free action, ducks into the western back room, and casts *dimension door* to escape. If the party moves immediately after him, they hear him complete the casting and may identify the spell with a successful DC 19 Spellcraft check.

A brilliant strategist, Toaclet was the brains behind Huhueteotl's military conquests. He retreats because he used most of his spells and magical items driving out the fire elemental, and in his severely depleted state he is an easy mark. His jet black eyes bear bright, flame-like pupils.

Toaclet, Male Tiefling Wiz 11: CR 11; Medium outsider (native); HD 11d4; hp 26 (currently 18); Init +2; Spd 30 ft.; AC 12, touch 12, flat-footed 10; Base Atk +5; Grap +5; Atk/Full Atk +5 melee (1d6/×3 shortspear) or +7 ranged (1d6/×3 shortspear); SA *darkness*, spells; SQ resistances (cold 5, electricity 5, and fire 5); AL LE; SV Fort +5, Ref +7, Will +13; Str 10, Dex 15, Con 11, Int 18, Wis 15, Cha 16.

Skills: Bluff +10, Concentration +14, Diplomacy +5, Hide +4, Intimidate +5, Knowledge (arcana) +18, Knowledge (history) +21, Knowledge (the planes) +5, Sense Motive +5, Spellcraft +20. *Feats:* Iron Will, Leadership, Maximize Spell, Quicken Spell, Scribe Scroll, Skill Focus (Knowledge—history), Spell Focus (evocation).

Spells Prepared (4/5/5/5/4/2/1; save DC 14 + spell level, 15 + spell level for evocation spells): 0—*daze* (used), *light* (used), *mage hand*, *detect magic*; 1st—*burning hands* (used), *mage armor* (used), *magic missile* ×2 (one used), *shield* (used); 2nd—*detect thoughts* (used), *flaming sphere* (used), *invisibility* ×2 (used), *protection from arrows*; 3rd—*dispel magic* (used), *displacement* (used), *fireball* (used), *lightning bolt* (used), *haste* (used); 4th—maximized *burning hands*, *dimension door*, *dimensional anchor* (used), *fire shield* (used); 5th—*dominate person* (used), *wall of force* (used); 6th—quickened *invisibility*.

Possessions: Shortspear, *staff of fire* (3 charges), *brooch of shielding* (37 hp), *cloak of resistance* +2, spellbooks, keys to the chests in area **15**.

Spellbooks: Toaclet's spellbooks contains all the spells prepared above, as well as the following: 0—all; 1st—*color spray*, *endure elements*, *magic weapon*, *mount*, *ray of enfeeblement*; 2nd—*arcane lock*, *bear's endurance*, *fox's cunning*, *resist energy*, *shatter*; 3rd—*greater magic weapon*, *protection from energy*, *ray of exhaustion*; 4th—*crushing despair*, *fire trap*; 5th—*mind fog*, *teleport*; 6th—*mass fox's cunning*.

Development: PCs who choose to waste time searching the charred and damaged wreckage receive a 20% chance per round of finding a random item worth less than 50 gp from **Table 7–8: Goods and Services** on page 108 of the *Player's Handbook*.

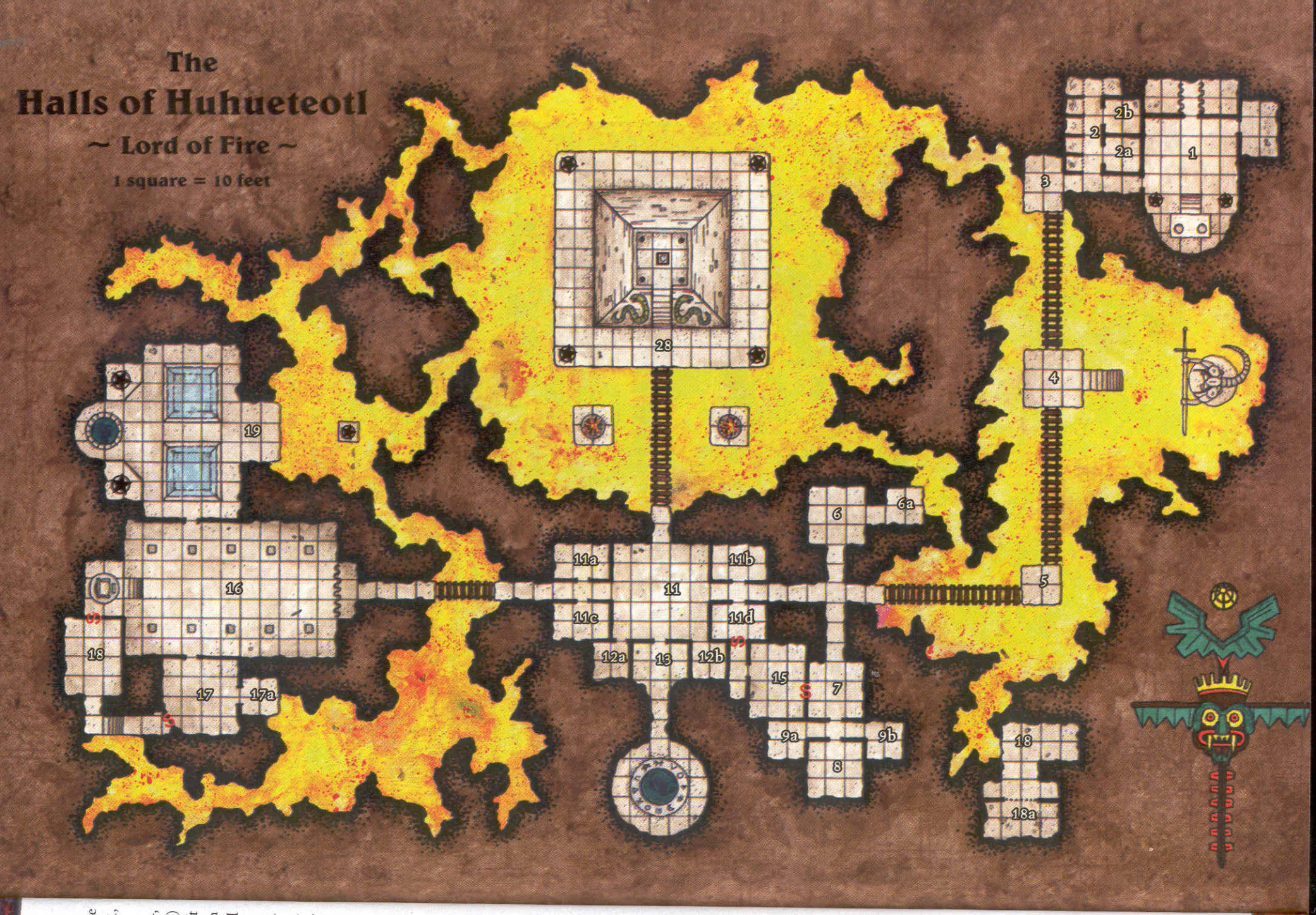
Ad-Hoc XP Award: Toaclet is not much of a challenge without his spells and magic items. Defeating him earns only 25% the normal experience.

2. NEOPHYTES' CHAMBERS AND CLASSROOMS

Inexperienced volunteers and recruits live here while they are taught the basic magical arts. They have three weeks to learn to cast *endure elements* before being forcibly thrown into area **3**. Those who fail the "test" pass out from the heat and are tipped off the edge of the balcony into the magma.

> It gets decidedly warmer with every step, and you can hear the roaring dissonance of a raging inferno up ahead. To your right, a hallway with openings to many rooms stretches north. It looks like a dormitory. A withered, blackened corpse lies in an open doorway.
>
> Is that the sound of yelling ahead or just roaring fire?

Each of the six simply furnished cubicles contains a straw mattress, a nightstand with two shelves, and a single candle.


The
Halls of Huhueteotl
~ Lord of Fire ~
1 square = 10 feet
1
2
2a
2b
3
4
5
6
6a
7
8
9a
9b
11
11a
11b
11c
11d
12a
12b
13
15
16
17
17a
18
18a
19
28

Four contain the bodies of neophytes burned to death by the fire elemental. Three more bodies form a heap in the incinerated ruins of the kitchen (area **2a**). The remains hold no items of interest.

The undamaged classroom (area **2b**) contains six writing desks against the outer walls and a large central worktable buried in papers. Any arcane spellcaster can tell at a glance they are rudimentary magical exercises. A successful DC 15 Search check on the central table reveals a memo to the neophytes that explains their final test is to claim their badge of rank from the base of the statue at area **4**.

3. BALCONY (EL 6)

Xel-Itza, the other Flame Mage who helped Toaclet force out the fire elemental, got only this far as he tried to return to his fellows. He is fighting for his life against a badly suffering ice-creature thrown from the zone of cold in area **20**.

> The heat here is almost beyond belief. The steamy air burns your lungs and sweat boils from your pores. The southern half of this small chamber opens into a large cavern filled with blistering fire. At the edge of the balcony, before a stunning backdrop of towering flame, a winged, reptilian humanoid with glistening white skin flies gracelessly through the air while fighting a human in burned, bloody robes. The crazed beast lunges for the man, slashing with dripping red claws. Its rear flanks are burned raw; exposed muscle glistens wetly in the harsh, fiery light.

Creatures: The winged creature is Marrique, a half-white-dragon/half-harpy from the Paraelemental Plane of Ice. Thrown out of the cold zone, she is mad with pain and discomfort from the unbearable heat of this place. The wizard's attack with his *wand of burning hands* has driven her into a murderous bloody rage. She wants desperately to escape to the cooler rooms near the exit portal, but is so consumed by bloodlust she fights to the death at the slightest provocation. The wizard, Xel-Itza, pushed to the brink of insanity by events of the past hours, has come completely unglued. Xel-Itza's tiefling feature is that his mouth is filled with harmless, flickering fire.

Marrique, Female Half-white-dragon/Half-harpy: CR 6; Medium dragon; HD 7d10+7; hp 45 (currently 30); Init +2; Spd 20 ft., fly 80 ft. (average); AC 17, touch 12, flat-footed 15; Base Atk +7; Grp +11; Atk +11 melee (1d6+4, bite); Full Atk +11 melee (1d6+4, bite) and +6 melee (1d4+2, 2 claws); SA captivating song (Will DC 17), breath weapon (30-ft. cone, 6d8 points of cold damage, Reflex DC 14); SQ darkvision 60 ft., immunities (cold, paralysis, sleep), low-light vision; AL CE; SV Fort +3, Ref +7, Will +5; Str 18, Dex 15, Con 12, Int 9, Wis 10, Cha 19.

Skills: Bluff +12, Intimidate +8, Listen +7, Perform (oratory) +6, Spot +3. *Feats:* Dodge, Flyby Attack, Persuasive.

See the *Monster Manual*, page 150 for more details on a harpy's captivating song.

Xel-Itza, Male Tiefling Wiz 5: CR 5; Medium outsider (native); HD 5d4+5; hp 16 (currently 4); Init +6; Spd 30 ft.; AC 12, touch 12, flat-footed 10; Base Atk +2; Grp +2; Atk +2 melee (1d6/×3, shortspear) or +4 ranged (1d6/×3, shortspear); SA spells; SQ *darkness* (used), resistances (cold 5, electricity 5, and fire 5); AL CN (formerly LE); SV Fort +2, Ref +3, Will +3; Str 11, Dex 14, Con 13, Int 16, Wis 9, Cha 11.

Skills: Concentration +9, Knowledge (arcana) +11, Knowledge (architecture and engineering) +11, Knowledge (the planes) +7, Profession (engineer) +3, Spellcraft +11. *Feats:* Dodge, Improved Initiative, Scribe Scroll, Still Spell.

Spells Prepared (4/4/3/2; save DC 13 + spell level): All Xel-Itza's spells have been cast for the day. He is currently under the effects of a *blur* spell, the last spell he cast. It lasts for another 6 rounds or until the wizard is slain. Xel-Itza's spellbooks were destroyed when the fire elemental broke free.

Possessions: Shortspear, *wand of burning hands* (CL 3rd, 4 charges).

Tactics: If the party doesn't interfere, Marrique kills Xel-Itza with a vicious claw attack on the following round. She then tries to escape past the PCs into the cooler chambers beyond. Even the slightest interference brings her full wrath upon them. She begins with her captivating song to immobilize as many PCs as possible before attacking with her natural weapons. The same thing happens if the party attacks Xel-Itza.

If the party instead attacks the dragon-harpy, it forgets the wizard and flies at the nearest PC, fighting to the death. Xel-Itza screams shrilly and tries to hide behind a random character. Any attempts to calm him are fruitless. He is so delusional that he attacks the party with his wand 2 rounds after the harpy falls.

Marrique must make a DC 15 Fortitude save in 3 rounds due to the heat. If she fails, she suffers 1d4 points of nonlethal damage and becomes fatigued.

Ad-Hoc XP Award: Because both are already wounded, the experience awards for defeating the wizard and Marrique are only 50% normal.

4. TESTING GROUND

> A stairway drops down into the flame from this small stone platform. Some 50 feet away in the maelstrom of fire stands a massive stone statue. It looks like a humanoid with a snake-like lower half, holding forth a sword in both hands.

Neophytes who are not instantly snuffed out by the heat of the caverns walk down the stairs, through the fire, to the base of the statue to retrieve their badge of rank among the Flame Mages: their own *ring of chill*.

Treasure: Two *rings of chill* sit at the statue's base.

5. OBSERVATORY (EL 9)

> Just as you reach the second platform, you see a disheveled elven woman running toward you from the west. Catching sight of you, she stops dead in her tracks.

Creature: The elven woman, Xel-Taret, the Flame Mages' bookkeeper, is deserting. The events of the past several hours convinced her she had better leave before she is killed.

While the PCs are likely focused directly on her, a swarm of rasts rises silently from the flames to attack. The PCs are surprised unless they succeed at a Spot check opposed by the rasts' Hide check. The rasts receive a +4 bonus to their Hide checks due to the cover provided by the whirling flames.

Xel-Taret, Female Elf Wiz 2: CR 2; Medium humanoid (elf); HD 2d4+2; hp 7; Init +1; Spd 30 ft.; AC 12, touch 12, flat-footed 11; Base Atk +1; Grp +1; Atk +1 melee (1d4/19–20, dagger) or +2 ranged (1d8/19–20, light crossbow); SA spells; SQ elf traits; AL LN; SV Fort +0, Ref +1, Will +3; Str 11, Dex 12, Con 10, Int 16, Wis 10, Cha 15.

Skills: Craft (calligraphy) +8, Decipher Script +4, Forgery +5, Knowledge (arcana) +8, Profession (scribe) +8, Spellcraft +10.
Feats: Scribe Scroll, Skill Focus (Profession—scribe).

Spells Prepared (4/3, save DC 13 + spell level): 0—*detect magic, resistance, daze, read magic;* 1st—*mage armor, burning hands, magic missile.*

Possessions: ring of protection +1, ring of chill, potion of heroism, potion of cure moderate wounds.

Rasts (4): hp 25 each; *Monster Manual* 213.

These horrid creatures are yet more recruits for Huhueteotl's army, kept barely compliant by a generous and continuous diet of flesh. The surviving Flame Mages have forgotten to feed them for nearly a day now. The ravenous rasts decided enough is enough and plan to feast on whomever tries to pass this balcony.

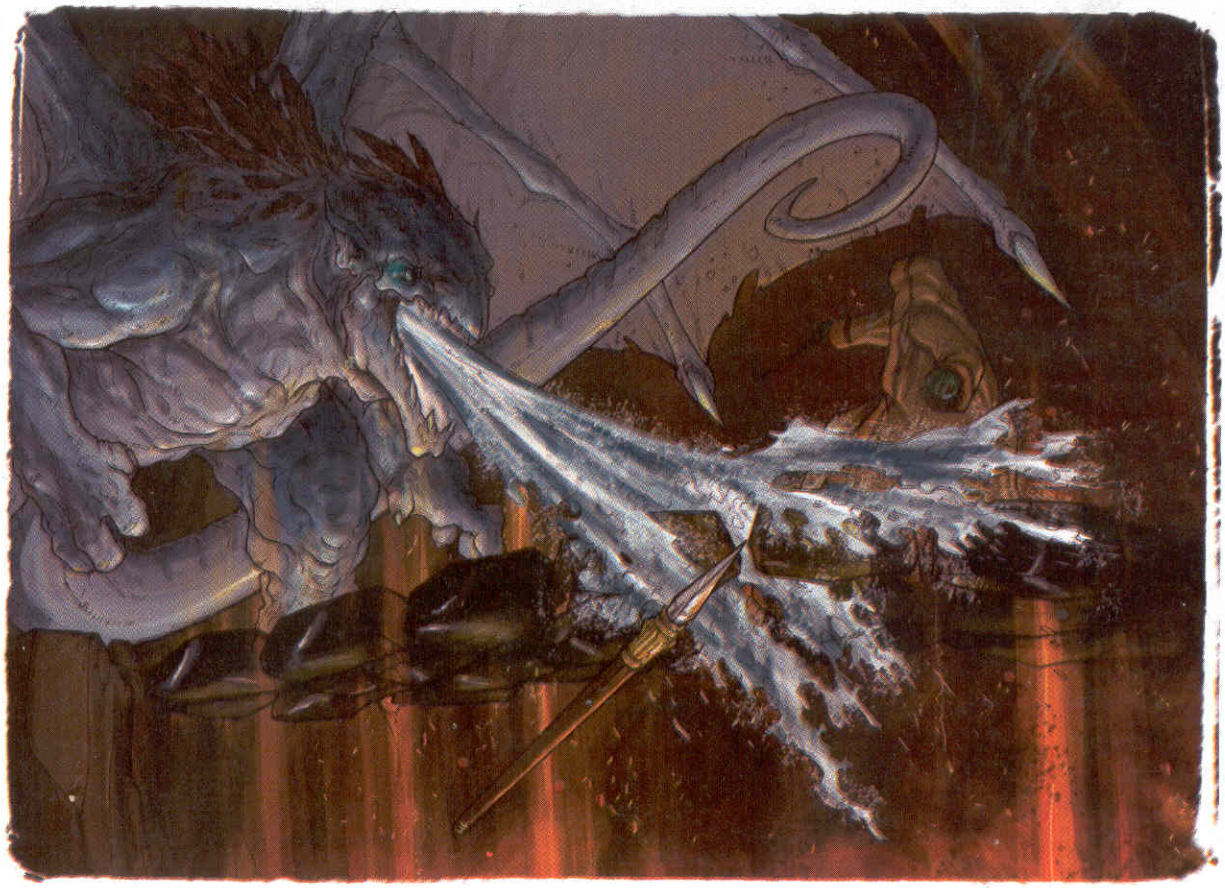
Tactics: During the first round the rasts use their paralyzing gaze, followed by multiple claw attacks on any targets still moving. They are clever enough to know unarmored foes are the best targets for melee, and as such use their gaze on the toughest looking foes. They are almost certain to gang up on a single opponent, flanking him and subjecting the character to a brutal volley of blows. If any target happens to be standing at the edge of the balcony, they make use of their improved grab ability to drag opponents off the edge and into the fire.

Developments: If Xel-Taret sees the rasts or the PCs make any threatening moves toward her, she screams dramatically and flees to area 7 to hide.

6. TULUUKAL'S CHAMBER

An orderly row of five long, wooden tables fills the southern half of this laboratory, each crammed with glassware of every size and shape. The stench of ammonia and sulfur hangs heavy in the air. The room's northern half holds a bed, an antique writing desk covered with organized stacks of books and papers, a tall wardrobe, and a dresser with shining brass knobs.

Angry waves of heat and orange light pour through an opening in the east wall.



Tuluukal lives here, where she also brews potions for the Flame Mages. No finished potions remain, as all were used in the defense of the complex. PCs can find the raw materials for virtually any potion with a successful DC 20 Craft (alchemy) check.

The books and papers are all related to Tuluukal's lab research, and contain nothing particularly useful. Likewise, the contents of the wardrobe and dresser are quite mundane.

Area **6a** is a bare room that opens into the flaming caverns. Tuluukal tosses garbage, failed experiments, and spent chemicals into the flames to dispose of them.

7. THE WAR ROOM

Sitting in the middle of this chamber is a large round conference table surrounded by eight chairs. On the table sit orderly piles of papers neatly bound in red ribbons and a large contour map of the Abbor-Alz Mountains. Markers have been placed all over the map. Hanging on the west wall is a huge map of the Duchy of Urnst.

Here Toaclet pored over maps and tactical reports and planned the Flame Mages' assaults on the Duchy of Urnst. Among the papers are exact accounts of the Flame Mages' resources and potential allies, Urnst's strategic weaknesses, and a multitude of scenarios for future offensives. These papers would be invaluable to Administrator Kelefane.

The map on the west wall, a 30-pound work of art in its own right, completely covers the secret door behind it. A DC 25 Search check reveals the door.

Development: If Xel-Taret fled here from area **5**, she is huddled in a corner, eyes wide with fear. She blurts out a high-pitched plea.

"Please don't hurt me!" she shrieks. "I just want to get out of here. We've got to get away before we all freeze to death!"

The only thing Xel-Taret wants is to get out of the complex. She offers to tell the PCs whatever she knows if they promise to let her pass unmolested. She knows everything from the "Adventure Background" pertaining to the *frozen soul*, but nothing about the kytons and only the most general details about what's been going on for the past day. As a former resident of Urnst, she is particularly concerned about the damage the *frozen soul* might do to the Duchy.

"The zone of cold around the *frozen soul* is expanding. Its effects can extend for miles. In half an hour this whole place will be so ungodly frigid it will turn your blood to ice. You have to destroy it before it freezes the entire duchy solid!"

If asked specifically about the nature of the *soul* or the means to destroy it she says the following:

"I'm just a bookkeeper. I don't know anything about that! None of us do! Huhueteotl never allowed any of the other Flame Mages to study the *soul*. Everything he learned he kept locked away in his journal."

If the party then asks about the journal she says the following:

"All the important books are in the library. If you go west through the main living area and across the bridge, you'll find Huhueteotl's private chambers. The library is to the south. His journal is impossible to miss. It's a huge tome and it's made completely of steel."

She runs for area **1** the moment the PCs let her. If the PCs help Xel-Taret, by escorting her to the *gate* for example, she gives them her potions. Xel-Taret does not know of the ambush in area **11**.

8. TOACLET'S BEDROOM

This chamber is very comfortably furnished. Thick rugs blanket the floors and heavy blue curtains cover the walls. Against the far wall is a large four-poster bed, flanked by delicate wrought iron end tables. Against the west wall is a dresser, wardrobe, and full length mirror. Arranged in the middle of the room are two plush chairs and a luxurious sofa in front of a low, dark wooden table.

Toaclet lives well. The furnishings and decorations are of high quality, but the whole lot is mildly singed and heat damaged. They have little remaining value.

9. SERVANTS' QUARTERS AND STORAGE

Area **9a** is the servants' quarters; it holds two bunk beds, a wooden table, four chairs, and a row of four upright lockers. The room holds nothing of particular value or interest, as the four servants fled the moment the commotion started and took their property with them.

Area **9b** is a storage room filled with cleaning supplies and fresh linens.

10. PRISON (EL 7)

An appalling number and variety of metal implements line the walls of this torture chamber. A gate in the southern wall has been roughly twisted and torn apart, and hangs limply from the wall. In the cell beyond you see two flaming creatures with serpentine bodies.

Six salamanders were originally imprisoned in area **10a** for refusing to serve in Huhueteotl's army. When he died, the ward on the creatures' cell failed and they forced their way out. Four escaped through the exit portal and two stayed behind to exact revenge. They've been taking advantage of the

current chaos, ambushing fleeing servants and stealing valuables. They returned here and plot a more daring assault until the party arrives.

Creatures: The salamanders are in no mood to talk and attack immediately.

Average Salamanders (2): hp 58 each; *Monster Manual* 219.

Tactics: The salamanders try to set up flanking positions on a lightly armored opponent. They revel in battle and pain, and they focus on one enemy at a time to maximize their effectiveness.

Developments: If they lose half their hit points, the salamanders flee into the fire caverns and harry the party from a distance whenever they can.

Treasure: Closed in an iron maiden is a broken skeleton with a heavy platinum necklace (1,500 gp value) tangled in its pelvis. The poor wretch swallowed the treasure to hide it from his captors and it has been here for months. Heaped inside the cell is a pile of loot the salamanders have pilfered from the Flame Mages' rooms. The treasure consists of 147 gp, 870 sp, a charred wooden jewelry box with six heavy gold bangles inside (100 gp each), a masterwork two-bladed sword, a flask of antitoxin, and a 50-foot coil of silk rope.

11. COMMON ROOM AND EATING HALL (EL 8)

This room used to be a mess hall and common lounge for the Flame Mages, but the battle with the fire elemental raged here for some time and everything has been wrecked. A stray *lightning bolt* brought down part of the ceiling in the northwest corner, making the room quite unstable.

> It looks like a war was fought here. The air tastes of smoke. Part of the vaulted ceiling in the northwest corner has collapsed, leaving a gaping hole in the roof and mounds of rubble below. Everything in that part of the room is bathed in a generous layer of dust, refreshed every now and then by a brief shower of rocks from above.
>
> Vast swaths of the walls and ceiling are stained black with soot, and in the southwest corner a chaotic sprawl of smashed tables and chairs smolders fitfully. Throughout the rest of the room are smaller piles of furniture, unburned but just as thoroughly broken. A pair of flaming braziers flanks the exits in the middle of each wall.
>
> The entire area is a burned and broken mess.

The room holds nothing of value other than what is carried by the occupants. Areas **11a**, **11b**, **11c**, and **11d** are the bedrooms of Xel-Chiot, Xel-Itza, Xel-Taret, and Xel-Tuek respectively. All are simply furnished with a bed, a dresser, a chest, and a wall mirror. None contains anything of interest.

Creatures (EL 8): Toaclet ran through here to warn the remaining Flame Mages invaders were coming and to prepare an ambush. He then ran to area **19**. Tuluukal, Xel-Chiot and Xel-Tuek are hiding in the rubble and attack at the first opportunity.

Tuluukal, Female Elf Evo 5: CR 5; Medium humanoid (elf); HD 5d4; hp 15; Init +3; Spd 30; AC 14, touch 14, flat-footed 11; Base Atk +2; Grp +0; Atk +0 melee (1d4–2/19–20, dagger) or +5 ranged (1d8/19–20, light crossbow); SA spells; SQ elf traits, *permanent resistance*, weasel familiar; AL LE; SV Fort +2, Ref +5, Will +6; Str 6, Dex 16, Con 10, Int 18, Wis 13, Cha 8.

Skills: Concentration +12*, Craft (alchemy) +12, Knowledge (arcana) +12, Knowledge (nature) +12, Listen +5, Search +6, Spellcraft +14, Spot +6. *Feats:* Alertness (if familiar is within arm's reach), Brew Potion, Combat Casting, Scribe Scroll, Spell Focus (evocation).

*Includes +4 bonus from Combat Casting.

Spells Prepared (4/5/4/3; save DC 15 + spell level or 16 + spell level for evocation spells): 0—*daze* (already cast), *detect magic*, *message* (already cast), *prestidigitation*; 1st—*burning hands*, *mage armor*, *magic missile* ×2 (one already cast); 2nd—*flaming sphere*, *pyrotechnics*, *Melf's acid arrow* (already cast), *scorching ray*; 3rd—*fireball*, *flame arrow*, *dispel magic*.

Tuluukal's prohibited schools are illusion and necromancy.

Possessions: Dagger, light crossbow with 17 bolts, *ring of protection +1*, *potion of cat's grace*, *ring of chill*.

Tuluukal makes potions for the Flame Mages. She is confident and capable at range but runs away from close combat.

Sulik, Weasel Familiar: CR —; Tiny magical beast; HD 5 (effective); hp 7; Init +2; Spd 20 ft., climb 20 ft.; AC 17, touch 14, flat-footed 15; Base Atk +2; Grap –10; Atk +4 melee (1d3–4, bite); Space/Reach 2-1/2 ft./0 ft.; SA attach, deliver touch spells; SQ empathic link, improved evasion, low-light vision, scent, share spells, speak with master; AL NE; SV Fort +2, Ref +4, Will +5; Str 3, Dex 15, Con 10, Int 8, Wis 12, Cha 5.

Skills: Balance +10, Climb +10, Concentration +8, Hide +11, Knowledge (arcana) +7, Knowledge (nature) +7, Move Silently +8, Spellcraft +7, Spot +3. *Feats:* Weapon Finesse.

Xel-Chiot, Male Half-Orc Wiz 4: CR 4; Medium humanoid (orc); HD 4d4+15; hp 29; Init +0; Spd 30 ft.; AC 10, touch 10, flat-footed 10; Base Atk +2; Grp +7; Atk +9 melee (1d6+8, quarterstaff with *magic weapon*); SA spells; SQ darkvision 60 ft., toad familiar; AL LE; SV Fort +5, Ref +3, Will +3; Str 20, Dex 10, Con 16, Int 14, Wis 8, Cha 6.

Skills: Concentration +10, Craft (woodworking) +5, Jump +7, Knowledge (arcana) +9, Spellcraft +11. *Feats:* Alertness (if familiar is within arm's reach), Lightning Reflexes, Scribe Scroll, Weapon Focus (quarterstaff).

Spells Prepared (4/4/3, save DC 12 + spell level): 0—*detect magic* ×2, *mage hand*, *prestidigitation* (already cast); 1st—*burning hands*, *mage armor*, *magic missile*, *magic weapon* (already cast*); 2nd—*flaming sphere*, *invisibility*, *resist energy* (fire, already cast**).

*In effect for 3 more minutes.

**In effect for 35 more minutes.

Possessions: Quarterstaff, *ring of chill*, *potion of blur*.

Xel-Chiot is intelligent but abrasive, and he's dangerously single-minded. Without strong leadership he tends to run amok.

Croak, Toad Familiar: CR —; Diminutive magical beast; HD 4 (effective); hp 14; Init +1; Spd 5 ft.; AC 17, touch 15, flat-

footed 16; Base Atk +2; Grp –15; Atk —; Space/Reach 1 ft./0 ft.; SA deliver touch spells; SQ amphibious, empathic link, improved evasion, low-light vision, share spells; AL NE; SV Fort +2, Ref +3, Will +6; Str 1, Dex 12, Con 11, Int 7, Wis 14, Cha 4.

Skills: Concentration +5, Hide +21, Jump –3, Knowledge (arcana) +5, Listen +4, Spellcraft +7, Spot +4. *Feats:* Alertness.

Xel-Tuek, Female Halfling Sor 2: CR 2; Small humanoid (halfling); HD 2d4+2; hp 10; Init +8; Spd 20 ft.; AC 15, touch 15, flat-footed 11; Base Atk +1; Grp –4; Atk +1 melee (1d4–1/19–20, dagger) or +7 ranged (1d8+1/19–20 plus 1d6 fire, *+1 flaming light crossbow*); SA spells; SQ halfling traits, weasel familiar; AL LE; SV Fort +2, Ref +5, Will +4; Str 8, Dex 19, Con 13, Int 10, Wis 10, Cha 16.

Skills: Climb +1, Concentration +6, Hide +8, Jump +1, Listen +4, Move Silently +6, Spellcraft +5, Spot +2. *Feats:* Alertness (if familiar is within arm's reach), Improved Initiative.

Spells Known (6/5, save DC 13 + spell level): 0—*mage hand, detect magic, resistance, daze, read magic*; 1st—*mage armor, burning hands.*

Possessions: *+1 flaming light crossbow* with 23 bolts, *ring of chill, elixir of fire breath.*

Xel-Tuek's usual role is to support the other mages. This suits her just fine because she is too much of a coward to want to be out front. She picked up the light crossbow from the corpse of a higher-ranking Flame Mage who fell to one of the creatures released by the *frozen soul.* She has yet to cast any spells today.

Riddilik, Weasel Familiar: CR —; Tiny magical beast; HD 2 (effective); hp 5; Init +2; Spd 20 ft., climb 20 ft.; AC 15, touch 14, flat-footed 13; Base Atk +1; Grap –11; Atk +4 melee (1d3–4, bite); Space/Reach 2-1/2 ft./0 ft.; SA attach; SQ empathic link, improved evasion, low-light vision, scent, share spells; AL NE; SV Fort +2, Ref +4, Will +4; Str 3, Dex 15, Con 10, Int 6, Wis 12, Cha 5.

Skills: Balance +10, Climb +10, Concentration +5, Hide +11, Move Silently +8, Spellcraft +3, Spot +3. *Feats:* Weapon Finesse.

The wizards' familiars hide among the broken furniture near their masters. They remain hidden and do not participate in the battle under any circumstances.

Tactics: These three are an elite, combat-savvy fighting force. All have taken cover (+4 to AC, +2 to Reflex saves) behind a makeshift barrier of rubble hastily assembled by Xel-Chiot.

If forewarned of the PCs' approach (Listen checks opposed by the PCs' Move Silently checks), all three cast *mage armor.* Otherwise, each spellcaster casts the spell on the first round of combat. If given time, Tuluukal drinks her *potion of cat's grace,* Xel-Chiot drinks his *potion of blur* and casts *resistance* on himself, and Xel-Tuek drinks her *elixir of fire breath.*

When battle begins, Tuluukal and Xel-Chiot cast *flaming sphere,* coordinating their attacks to gang up on a single PC. They continue until forced from their cover or the spells run out. Note that they re-direct the spheres as a move action, so the casters can cast other spells with their standard action.

For as long as she has cover, Tuluukal casts ranged spells. She casts *fireball* when she can catch multiple targets within the area, while individual targets are subject to *flame arrow, Melf's acid arrow,* or *magic missile* as fits the situation. If anyone gets too close she casts *burning hands.* PCs who seem obviously resistant to her group's attacks are targeted with *dispel magic.* If none of these tactics work, she tries to flee to area 1. She is ineffective in melee combat and avoids it at all costs.

Xel-Chiot's approach is entirely different. He stays under cover for the duration of his *flaming sphere* spell or until a PC closes within 20 feet of the barricade. At this point he casts *invisibility,* approaches his target and casts *burning hands.* Once visible, he engages his target in melee with his quarterstaff, casting *magic missile* defensively if presented with a good opportunity. Xel-Chiot knows he won't last long in melee; his goal is to delay the PCs' approach to the other spellcasters behind the barricade. Once in melee he fights to the death.

Throughout all of this, Xel-Tuek fires at any likely target with her *+1 flaming light crossbow.* She keeps firing as long as possible, switching to her *fire breath* against anyone who approaches within 20 feet. If forced into melee she casts *burning hands* to drive her opponent away and flees to the exit portal. If this isn't possible she drops to her knees and pleads for mercy.

Development: The ceiling above the Flame Mages is unstable. Any PC who makes a DC 25 Spot check, a DC 20 Knowledge (architecture and engineering) check, or a DC 18 Profession (mining) check, notices the precarious construction. If the PCs do enough damage to the roof (consider the roof to have hardness 8 and 15 hp), they can bring it down on top of their opponents. Remember the ceiling in this room is 40 feet up, so it is unlikely that attacks not directly aimed at the ceiling (including area affect spells) do anything to harm the structure.

If the roof collapses, several hundred pounds of rock crashes spectacularly to the floor. Anyone within 20 feet of the northwestern corner, including Tuluukal, takes 6d6 points of damage (Reflex DC 20 for half). Anyone between 20 and 30 feet from the northwestern corner, including Xel-Chiot and Xel-Tuek, takes 3d6 points of damage (Reflex DC 20 for half).

During combat, the PCs might hear Tlehuek calling from his cage in **12a** (Listen DC 25). Once things quiet down the DC drops to 15.

Treasure: The spellbooks of Tuluukal and Xel-Chiot are piled carefully in a concealed nook in the northeast corner of the room. Tuluukal's spellbook has all the spells she has prepared plus all remaining 0-level spells (except *disrupt undead, ghost sound,* and *touch of fatigue*), 1d6 more 1st-level spells, 1d4 2nd-level spells, and 1d2 3rd-level spells. Xel-Chiot's spellbooks contains all the spells he has prepared, all remaining 0-level spells, 1d4 more 1st-level spells, and 1d3 more 2nd-level spells.

12. BATHROOMS (EL 3)

The western bathroom is for the men, and the eastern one is for the women. A single black curtain covers each entry. The walls, floors, and ceilings are decorated with beautifully etched navy blue tile. A 10-foot-square bathtub built into the middle of the floor taps directly into an underground hot spring. Fresh, steaming hot, slightly sulfurous water constantly fills the tub. A

low shelf and wide mirror line the west wall. It holds several wash basins, cakes of soap, and stacks of fresh towels. In the southeast corner is a privy.

Area **12a** holds a stout cage about 4 feet tall.

Creature: The Flame Mages' cleric and healer, Tlehuek, sits inside the cage. He has been here since last night after a furious argument with Huhueteotl about the wisdom of consorting with devils. The Lord of Flame locked the cleric in here without his *ring of chill* to think about his insolence. Tlehuek cast *endure elements*, but it expired in a few hours and he is so harried he cannot relax enough to meditate for new spells. As soon as he sees the PCs he begs for release.

Tlehuek, Male Human Clr 3 (Obad-Hai): CR 3; Medium humanoid (human); HD 3d8+6; hp 23 (Tlehuek currently has 11 points of nonlethal damage); Init +2; Spd 30 ft.; AC 12, touch 12, flat-footed 10; Base Atk +2; Grap +3; Atk +2 melee (1d3+1, unarmed strike); SA spells; SQ turn undead 4/day; AL N; SV Fort +4, Ref +3, Will +8; Str 13, Dex 15, Con 13, Int 8, Wis 16, Cha 12.

Skills: Heal +9, Knowledge (religion) +5. *Feats:* Dodge, Iron Will, Toughness.

Spells Prepared (4/4/3; save DC 13 + spell level): 0—*create water, cure minor wounds* ×2, *detect magic*; 1st—*burning hands**, *command, endure elements* (already cast), *shield of faith*; 2nd—*bear's endurance, fog cloud**, *hold person*.

*Domain spell. *Domains:* Fire (turn water creatures) and Water (turn fire creatures).

Possessions: None.

Development: If the party releases Tlehuek, he is so grateful he offers to use all his remaining spells to *cure* them. Like Xel-Taret, he is eager to escape, and he freely explains why.

> "I overheard Toaclet tell the others that he planned to release the devils to combat the creatures of cold. Please, you must stop him! Can you imagine the misery they will bring? Their ilk are an abomination to the natural world!"

If pressed for details, the healer relays information from the Adventure Background about the kytons, and how Huhueteotl was killed. He knows nothing about the *frozen soul*, or that the zone of cold is expanding.

13. KITCHEN

Servants once prepared meals in this room, which is clogged with counters, pots, crates of food, a metal stove, utensils, and other kitchen items.

14. COOL ROOM AND WELL

> A raised pool of clear water dominates the floor of this pleasantly cool room. The lip of stone surrounding the water is a foot thick and inlaid with silver runes on the top. Crates and barrels are stacked neatly against the walls.

Magic keeps this storage room cool. At a depth of 10 feet, the pool abuts a permanent *gate* to a chilly mountain lake in the highest peaks near the Urnstan city of Pontyrel. The *gate* supplies the complex with fresh water and keeps this room cold enough to store perishable goods.

15. TREASURY (EL 7)

The Flame Mages stored their assets in this chamber. They have fewer valuables than one might expect, but given Huhueteotl's extravagant lifestyle and massive research expenses it's not all that surprising.

Creature: A flesh golem guards the room's contents.

Flesh Golem: hp 79, *Monster Manual* 135.

Tactics: The golem's instructions are to attack anyone who enters the room except Huhueteotl or Toaclet. It does not pursue foes beyond this chamber.

Treasure: Four wooden chests lie stacked in the southwest corner. Each is lined with lead (hardness 8, hp 15, Break DC 25) and secured with a difficult lock (Open Locks DC 20). Toaclet carries the keys. Inside each chest is a smaller wooden box that is unlocked but *fire trapped* (see below). The contents of the wooden boxes are as follows: 100 silver bars (10 gp each), 3 velvet bags filled with semi-precious gems (50 × 10 gp, 12 × 25 gp, 4 × 50 gp), 50 rolls of bright green silk (20 gp each), 1,000 gp and 100 pp.

Trap (EL 5): Four small wooden boxes within the chests in this chamber have *fire trap* spells in place.

***Fire Trapped* Chests:** CR 5; spell; spell trigger; no reset; spell effect (*fire trap*, 17th-level wizard, 1d4+17 fire, DC 17 Reflex save half damage); multiple targets (all targets within 5 ft.); Search DC 29; Disable Device DC 29.

16. HUHUETEOTL'S CHAMBER

> Two lines of pillars sheathed in undulating flame support the ceiling of this vast, positively palatial chamber. Closest to the entrance is a long dining table of beautiful, shiny dark wood and a dozen chairs with fiery orange cushions. Beyond that, a trio of plush red couches forms a horseshoe shape around a low table set with crystal glasses and decanters filled with rich golden liquids. Past the sitting area are several rows of low bookshelves crammed with tomes, scrolls, and piles of parchment. At their center is a gigantic desk with a gleaming marble top, bare but for a single sheet of paper and an inkwell with a red feather quill. At the back of the room you can barely see an enormous four-poster bed, its red curtains drawn.
>
> At the very rear of this cavernous chamber, a short flight of stairs climbs to a raised bathing area. A large round metal tub dominates the floor, and the walls are mirrored.
>
> Messy, bloody footprints cross the room from an arch in the north wall to an exit in the south wall.

The flaming pillars are lit with *continual flame* spells. Cabinets throughout the room hold china, silverware, crystal, clothing,

towels, toiletries, and other ordinary items. The book collection covers all manner of dull, mundane topics; the truly interesting works are kept in area 17.

The room's furnishings and contents are of the highest quality, but are bulky and difficult to transport. Similarly, the plates and glassware are valuable, but exceedingly fragile. None is the portable type of treasure adventurers tend to favor, but if the PCs insist on looting the place, assume the room contains roughly 2,000 pounds of valuables worth 6,000 gp. The lightest items weigh 5 pounds each, and the heaviest up to 300 pounds.

The bloody footprints are Huhueteotl's. After a nearly fatal beating at the hands of the kytons in area 19 he fled through here to area 17.

After a minute in this chamber, the PCs hear shouting from area 19. With a successful DC 20 Listen check a PC can pick out the phrase "... because I command it, you gods-forsaken fiend!"

17. HUHUETEOTL'S LIBRARY

> Something has done a thorough job of ransacking this once elegant library. Shelves have been toppled and smashed, books are ripped apart and shredded, and padded sofas have been torn open and the stuffing pulled out.
>
> You hear a shuffling noise coming from an archway in the east wall.

This was once the Flame Mages' library and contained all of the group's magical works, including their spellbooks. Huhueteotl insisted all the Flame Mages study their spells together, and under his specific direction. Moving through the destruction is slow (consider the debris in the room light rubble, which adds 2 to the DC of Balance and Tumble checks), but not dangerous. If any character tries to follow the blood trail from area 16, they find it has been obliterated.

If the PCs hunt through the mess, a successful DC 25 Search check turns up some surviving works (see **Treasure**, below). Huhueteotl's journal is not here. Nor, quite conspicuously, are any other volumes that one might expect to find in a powerful wizard's library. Most notably, Huhueteotl's personal spellbooks are nowhere to be found.

Treasure: The remaining undamaged texts of value include the following:

A few pages from a burned spellbook with the following wizard spells: 3rd—*displacement, protection from energy, slow*; 5th—*mind fog, permanency, wall of stone*; 8th—*incendiary cloud.*

A partial map of the complex revealing the location of area 15.

A small book that describes methods of summoning and binding outsiders. It also contains the spells *lesser planar binding, magic circle against evil,* and *dimensional anchor.*

A partially burned scroll in a charred wooden box with three possible true names for a glabrezu.

17A. HUHUETEOTL'S PRIVATE SITTING ROOM (EL 8)

> The southeastern corner of this room opens to flaming caverns beyond. A gray-skinned humanoid figure hunches over in front of the opening, throwing books into the flames. It picks up an enormous volume, made entirely of gleaming steel, and hurls it into the roiling fire.

Creature: Huhueteotl's meddling with godly powers has earned him a grievous punishment: he is cursed to unlife as a bodak. Risen only a few hours ago, the nearly mindless creature still seeks to hoard power and knowledge as it did in life, in the only way it can fathom how. It has taken the most valuable tomes from its library and is "hiding" them in the flaming caverns so that others will not find them. The wretch doesn't comprehend that paper does not resist heat like its own skin.

The bodak attacks viciously the moment it hears or sees anyone else in the room.

Bodak: hp 58; *Monster Manual* 28.

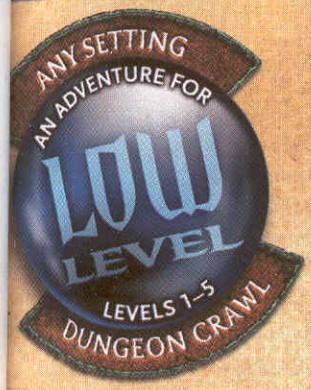
Tactics: The bodak hurls itself at the closest target, pounding away with its fist. Any creatures that look at it risk being caught in its death gaze. If reduced to 20 hit points or less it leaps into the fire caverns and runs to area 18. It then races through the secret door to room 16 and tries to attack the party from behind. On this second encounter it fights to the death.

Development: None of the half-dozen books left in this room are of any interest. The metal volume the bodak threw into the fire caverns, however, is Huhueteotl's journal. It lies undamaged, glowing red-hot, on the searing rocks 3 feet below the level of the floor.

The book is hot enough to burn through any wood, rope, or metal items used to fish it out. It weighs 30 pounds, so *mage hand* is not powerful enough to be of help. Physically entering the cavern to retrieve it subjects a character to 1d6 points of nonlethal damage per round from the heat, plus a further 1d6 points of fire damage per round from touching the glowing hot metal. Once retrieved, the book takes an hour to cool before it can be handled safely.

The journal is massive, 2 feet by 3 feet, and each page is a metal panel of gleaming stainless steel with tiny letters etched on the surface. With a few minutes of reading the party can learn the entire contents of the "Adventure Background," including the glaringly obvious fact that Huhueteotl was an arrogant fool. They also turn up the following passage regarding the *frozen soul:*

> "Imagine my surprise to learn this is not a magic item at all. It is but a single mote of ice that exists in both this plane and the frozen dimension. This leaves open a troubling possibility. If one were to chip away the frost and expose it, one could melt it and destroy it utterly with the touch of a fingertip. This is a weakness that I must consider before executing my plan."



THE SINKHOLE

BY PHILLIP LARWOOD

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"The Sinkhole" is a D&D adventure for four 4th-level characters. The adventure is easily adaptable to any campaign setting that includes the Plane of Shadow (or a similar realm) as part of its cosmology, and can be modified for PCs of levels 1–8 (see the "Scaling the Adventure" sidebar for suggested changes). PCs with magical illumination or darkvision are especially suited to this adventure, as are PCs with mining or stonemasonry skills.

Although all information necessary to run the adventure is included here, "The Sinkhole" draws significant inspiration from material presented in the *Manual of the Planes*. Dungeonmasters who wish to expand encounters with the Plane of Shadow creatures herein are encouraged to consult that reference for additional development ideas.

BACKGROUND

Thousands of years ago, a series of earthquakes isolated a cave system from the outside world. The terrible strength of the earthquakes was enough to cause a rupture in the fabric of space and reality, allowing the Plane of Shadow to bleed into the Material Plane, resulting in the cave system being overrun with shadow creatures. A few of the caverns' natives survived and now live in harmony with these shadowy invaders.

Centuries later, humans founded the village of Burek above the isolated caves, completely unaware of what lay beneath them. As the community grew, its residents built a large inn, the Sleepy Sphinx, directly above the largest cavern in the complex.

Unbeknownst to the residents of Burek, the crust of earth and stone between the inn and cavern has weakened over the centuries, and is about to shatter. The resulting catastrophe causes the inn to fall through a sinkhole and crash onto the cavern floor below, placing the inn's patrons at the mercy of the shadowy cave denizens.

ADVENTURE SYNOPSIS

After a long day of overland travel, the PCs seek refuge at the Sleepy Sphinx, the only inn at the friendly pastoral village of Burek. While the heroes sleep, the cave roof below gives out, plunging the building and all its inhabitants into the cave system. Several inn residents, including its proprietor, are killed in the collapse, leaving the PCs to coordinate the survivors and discover a safe exit from their subterranean nightmare.

Shortly after the crash, several cave denizens investigate the ruined inn, forcing the heroes to protect survivors against ravenous shadow creatures.

Eventually the PCs must explore the cave system to find a way out. When they do, they are subjected to the effects of the Plane of Shadow and environmental hazards within the caves, including pockets of poisonous gas and possible cave-ins.

PART I: BEFORE THE FALL

The PCs arrive in the tiny village of Burek late at night on an overland trek to or from another adventure. Candlelight flickers from behind the closed doors and windows of homes and shops. Two bright lanterns illuminate Burek's only inn, the Sleepy Sphinx.

♛ **Burek (village)**: Conventional; AL LN; Population 457 adults; 200 gp limit; Assets 4,500 gp; Mixed (90% human, 7% halfling, 2% dwarf, 1% half-orc).

Authority Figures: Ulthann Ranokk, male human War5 (sheriff); Kalanod, male dwarf Exp3 (mayor).

Important Characters: Blofud Thistledown, male human Exp7 (blacksmith); Rhissa Arantyr, female human Clr6 (cleric of Ehlonna); Zinadyn Hornswift, male human Ftr4 (sheriff's bodyguard); Tamsin Telatharn, female halfling Adp4 (apothecary); Gerhard Brightflame, human male Wiz3 (vintner).

Town guards: Ftr2 (×2), Ftr1 (×4); War3 (×2), War1 (×6).

Local clergy: (All of Ehlonna) Clr3 (×2), Clr1 (×5).

THE SLEEPY SPHINX

The current innkeeper's predecessor built the Sleepy Sphinx 45 years ago, shortly after the town's foundation. Its latest owner, a no-nonsense human businesswoman named Brenda Harlow, expanded the inn and dug out its musty cellar, inadvertently sealing the fate of both the inn and herself.

Positioned at the center of town, the Sleepy Sphinx faces an open square that serves as a small marketplace. Four roads enclose the square, making the market and inn the geographic focus of the entire village.

PCs who enter the Sleepy Sphinx find a calm and quiet inn, with Brenda and one patron the only inhabitants of the main taproom. The lone patron, a gruff green-robed wandering pilgrim of St. Cuthbert named Vachlan, sizes up the PCs with a vague air of indifference.

Brenda has several rooms available. Single rooms cost 8 sp per night; doubles cost 12 sp.

NPCS OF THE SLEEPY SPHINX

Most Sleepy Sphinx patrons have retired for the night by the time the PCs arrive. After the inn collapses into the cave system, however, they'll have a chance to meet the survivors, each of whom has a motive and personality that make things easier or more difficult for the PCs.

BRENDA

The inn's proprietor is a big woman in her mid-fifties with steely gray hair, brown eyes, and hard, calloused hands from years of hard living. While her brusque and business-like demeanor keeps her from falling prey to highway con-artists, her overpowering compassion for those who cannot help themselves makes her an easy mark for those who would take advantage of her hospitality.

Sadly, Brenda does not survive the inn's collapse.

Brenda Harlow, Female Human Exp1: hp 4; Knowledge (local) +6.

CEDRAS

With his red, weather-beaten skin, bald pate, beady dark brown eyes, and considerable girth, Cedras looks exactly like what he is—a rude, rustic pig farmer. The surly man came to Burek to strike up a deal with a local butcher and decided to spend the night in the inn when negotiations ran late.

In the aftermath of the sinkhole collapse, the pathalogical whiner constantly bickers with other survivors and constantly questions the PCs' decisions. He has no ideas of his own about how to get out of the cavern, but protests that "I'll know a good plan when I hear it, and that isn't it."

Cedras, Male Human Com2: CR 1; Medium humanoid (human); HD 2d4; hp 6 (3 after sinkhole collapse); Init –1; Spd 30 ft.; AC 9, touch 9, flat-footed 9; Base Atk +1; Grp +1; Atk/Full Atk +1 melee (1d4/19–20, dagger); SA—; SQ—; AL N; Fort +0, Ref –1, Will +1; Str 11, Dex 8, Con 10, Int 12, Wis 13, Cha 9.

Skills: Climb (ropes) +2, Escape Artist (ropes) +1, Handle Animal +7, Profession (farmer) +6, Spot +8, Use Rope +4. *Feats:* Skill Focus (Handle Animal), Skill Focus (Spot).

Possessions: Dagger, 15 sp in sack.

LIANDRA

An attractive young human woman with short blonde hair and green eyes, Liandra is used to getting what she wants. She claims to be on her way to visit an aunt a day's travel to the

SCALING THE ADVENTURE

"The Sinkhole" is designed for four 4th-level PCs, but can be easily modified for characters of levels 1–8 using the following methods. Remember that changing the level of the adventure alters the treasure that the PCs find.

1st-level PCs: Several changes must take place before the adventure can be run for a group of 1st-level PCs.

- All PCs and NPCs miraculously survive the collapse without injury.
- Reduce all inn patrons to 1st level. Leave surface NPCs unchanged.
- Remove the Shadow Plane effects on the cave system.
- Replace the shadow dire rats with normal rats and reduce their number. Halve the number of darkmantles and remove the shadow mastiff and gelatinous cube. Replace the shadows with ghouls, but keep the xorn as a challenge for the PCs to overcome.
- Remove the poison gas in area **C13** from the adventure, or reduce its effectiveness (by making the gas non-explosive or easier to detect).
- Replace Huzuraal with a shadow creature bugbear. Reduce the number of goblins by half.

2nd- to 3rd-level PCs: The adventure can be run as written, but with the following changes:

- Reduce damage from the sinkhole collapse by half.
- Reduce the level of all inn patrons by one (unless they are already 1st level).
- Replace the shadow mastiff with a shadow creature wolf or shadow creature krenshar, reduce the number of dire rats to groups of 3–4. Remove the shadow creature template from the gelatinous cube, and reduce the number of shadows to one.
- Reduce the effectiveness of the poison gas in area **C13.**
- Make Huzuraal a normal barghest with or without the shadow creature template, or make him a normal greater barghest.

5th- to 6th-level PCs: Run the adventure as written, but implement the following changes:

- Increase the level of inn NPCs so that they are 1–2 levels below the PCs (except for Liandra who's level should be equivalent to that of the PCs).
- Add another shadow mastiff and xorn, and increase the number of dire rats and darkmantles. Put in another shadow and make the gelatinous cube a shadow creature ochre jelly.
- Give Huzuraal 1–2 rogue levels. Replace the shadow creature goblins with shadow creature hobgoblins.

7th- to 8th-level PCs: The challenge for the DM at this level is that the PCs have access to magic that could allow them to escape through the sinkhole. They may still want to explore the cave system, but DMs might need to come up with some reason for them to explore the caves (perhaps Mayor Kalanod, impressed by their ability to escape the cave-in, hires the PCs to clear the caves of danger). Modify the adventure as follows:

- Increase the amount of damage the PCs take from the fall to 3d6 or 4d6.
- Increase the level of inn NPCs so that they are 1–2 levels below the PCs (except for Liandra who's level should be equivalent to that of the PCs).
- Increase the number of shadow mastiffs to four and the number of shadows to six. Replace the darkmantles with four shadow creature dire bats and the dire rats with an equal number of monstrous medium shadow creature spiders. Finally, make all xorn average specimens and the gelatinous cube a black pudding (with or without the shadow creature template).
- The poison gas in area **C13** should still be quite a menace for the PCs, but DMs can increase its lethality for a greater challenge.
- Huzuraal should gain 3–4 rogue levels. Give each of the hobgoblins 1–2 fighter levels.

south, but is in fact a dangerous rogue on the run from the watch of a nearby city.

When the sinkhole collapses, Liandra plays up her role as the damsel in distress, all the while trying to pilfer as much as she can from the PCs and other patrons. If caught she sobs and pleads with the PCs, spinning a tale about how her aunt is sick and needs money for her expensive healing unguents. If apprehended, the evil woman does whatever she can to escape the PCs.

Liandra, Female Human Rog4: CR 4; Medium humanoid (human); HD 4d6; hp 14 (8 after sinkhole collapse); Init +3; Spd 30 ft.; AC 13, touch 13, flat-footed 10; Base Atk +3; Grap +3; Atk/Full Atk +4 melee (1d4/19–20, masterwork dagger), or +7 ranged (1d4/19–20, thrown masterwork dagger); SA sneak attack +2d6; SQ evasion, trapfinding, trap sense +1, uncanny dodge; AL NE; Fort +1, Ref +7, Will +1; Str 10, Dex 17, Con 11, Int 13, Wis 10, Cha 16.

Skills: Appraise +8, Balance +7, Bluff +10, Disable Device +5, Disguise +6, Forgery +7, Gather Information +7, Hide +10, Listen +5, Move Silently +10, Sleight of Hand +10, Spot +6, Tumble +10. *Feats:* Alertness, Dodge, Mobility.

Possessions: 2 masterwork daggers, *elixir of sneaking*, *elixir of hiding*, 2 *potions of cure moderate wounds*, *potion of glibness*, stolen necklace worth 700 gp, stolen ring worth 250 gp, 25 gp, 7 pp.

VACHLAN

A plain-faced man wearing the dull green robes of a pilgrim of St. Cuthbert (or a similar god appropriate to your campaign setting), Vachlan is on his way home after a pilgrimage to a sacred site in a nearby city. The lay pilgrim has thinning brown hair and dull gray eyes. Before the collapse, he sits in the taproom in silent tired contemplation, uninterested in talking to anyone who does not share his rigid faith.

After the sinkhole collapse, Vachlan takes on a different perspective and tries to be the voice of reason for the group. He acts as a spiritual advisor to the other inn patrons and freely gives the PCs (often helpful) advice about how they should handle the situation.

Vachlan, Male Human Exp2: CR 1; Medium humanoid (human); HD 2d6+2; hp 9 (4 after sinkhole collapse); Init +0; Spd 30 ft.; AC 10, touch 10, flat-footed 10; Base Atk +1; Grp +2; Atk/Full Atk +2 melee (1d6+1, light mace); SA —; SQ—; AL LN; SV Fort +3, Ref +0, Will +5; Str 12, Dex 10, Con 13, Int 10, Wis 14, Cha 11.

Skills: Craft (bookbinding) +5, Craft (calligraphy) +5, Diplomacy +5, Knowledge (religion) +5, Listen +9, Ride +5, Spot +9. *Feats:* Alertness, Great Fortitude.

Possessions: Light mace, silver holy symbol of St. Cuthbert, 20 gp in a belt pouch.

WALCREN

Walcren Thornstag is a furrier staying in Burek for the night before moving off into the wilderness to continue his hunting and trapping. The lean and ugly man with terrible pockmarked skin knows little in the way of personal hygiene. His appearance belies his good-hearted nature, though, and he can be counted on to aid the PCs and do his best to protect the other patrons of the inn, even if some of them would prefer him not to.

Walcren Thornstag, Male Human War1: CR 1/2; Medium humanoid (human); HD 1d8+2; hp 8 (2 after sinkhole collapse); Init +2; Spd 30 ft.; AC 15, touch 12, flat-footed 13; Base Atk +1; Grp +2; Atk/Full Atk +2 melee (1d8+1/×3, shortspear) or +3 ranged (1d8 +1/×3, shortspear); AL CG; Fort +4, Ref +2, Will +1; Str 13, Dex 15, Con 15, Int 11, Wis 12, Cha 8.

Skills: Climb +2, Craft (trapmaking) +4, Survival +8. *Feats:* Skill Focus (Survival), Track.

Possessions: Hide armor, shortspear, animal furs (worth 30 gp total), skinning knife, rope.

DISASTER STRIKES!

Shortly after midnight, the inn falls. By this time all of the PCs should be settled down for the night or asleep, but you may need to modify the text below if any characters have not yet gone to bed.

> A loud rumbling noise, growing rapidly in volume, rouses you from your bed. As the sound increases, the room begins to shake violently. Then, everything falls upward, the room's furni-

UNWELCOME ATTENTION

Shortly after the sinkhole collapses, denizens from the cave system begin to investigate the ruins of the Sleepy Sphinx. Since the PCs might only spend a short amount of time at the inn, the encounters listed below cover a period of about an hour. Because of the limited number of creatures in the cave system, any creatures encountered at the inn's ruins must be removed from the relevant sections in the cave system itself.

TIMED ENCOUNTERS

0 minutes: Inn falls into the sinkhole. Darkmantles alerted to its presence.

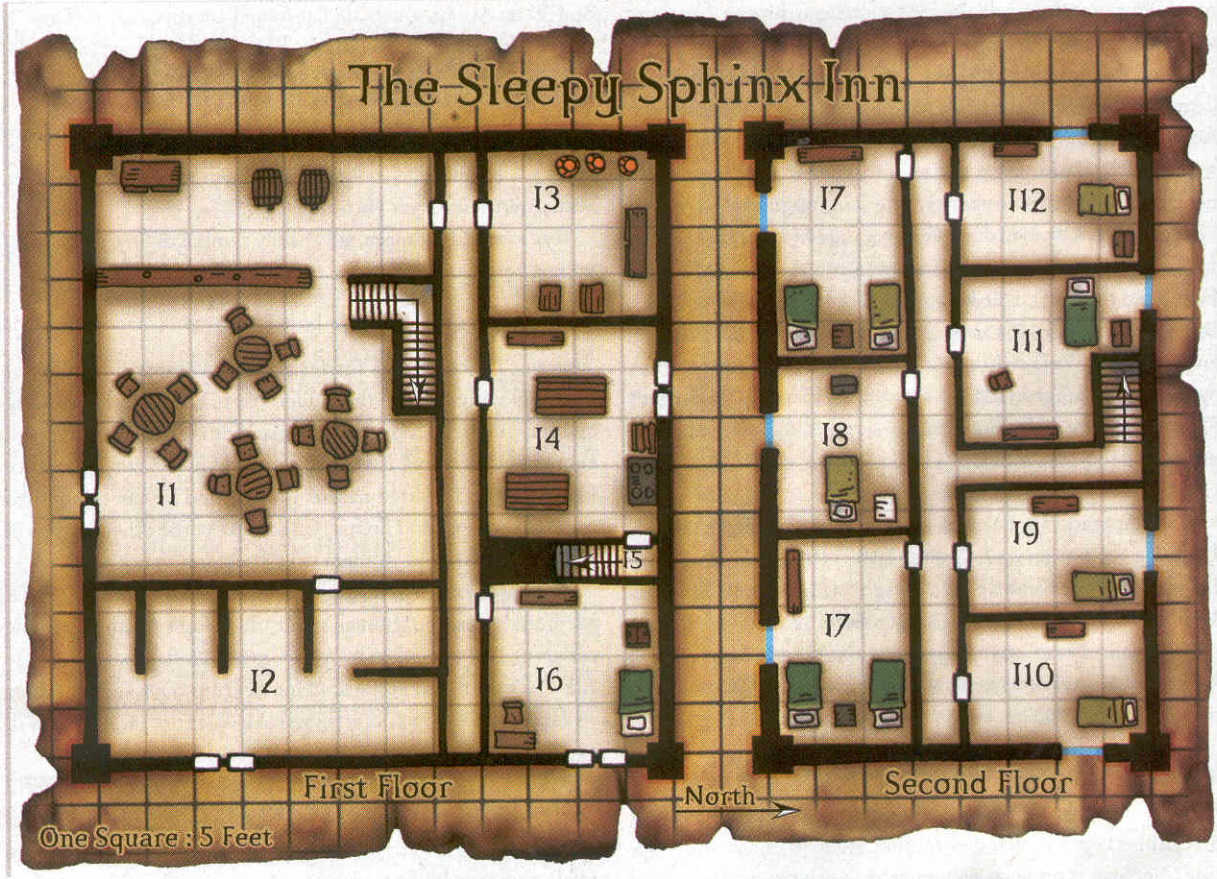
1 minute: Darkmantles begin investigating the inn's ruins from **C1**.

5 minutes: The shadow mastiff leaves its lair and is drawn to the inn from **C4**. It enters the inn through area **I8**.

20 minutes: A pack of shadow dire rats investigates in the inn's ruins and begins scavenging for food (from **C4**).

35 minutes: An expeditionary force of six shadow goblins investigates the ruins from area **C5** (emerging through the shadow gate). Unlike the other encounters, killing the goblins does not reduce the forces found in the **Shadowglen** (see below).

50 minutes: Another group of shadow dire rats investigate the ruins (from **C10**).



ture tossed toward the ceiling as if rattled by an invisible giant. With a tremendous crash, the shaking comes to a halt as quickly as it began. The floor buckles, and cracks rent the length of the walls. When everything is still, you hear the sound of a man's voice crying out for help from somewhere else in the inn.

PCs are thrown from their beds in the tumult, taking 2d6 points of damage (DC 15 Reflex save for half damage). In the distance, the furrier Walcren Thornstag cries out for help. Cedras and Liandra gather in the central hallway, while Vachlan moves to assist the trapped furrier.

When the sinkhole collapsed, the inn slid down a natural passage which immediately thereafter collapsed upon itself, trapping the Sleepy Sphinx in a subterranean tomb. Rubble from the collapsed sinkhole fills the northern section of the cavern and looks almost impossible to negotiate.

INN FEATURES

The Sleepy Sphinx's thick, solidly built exterior walls survive the crash. The thin interior walls fare poorly, though most remain strong enough to prevent the inn from collapsing outright.

Unless otherwise noted, all rooms are unlit before the disaster and remain so afterward. The inn's normal glass windows shatter when the inn falls. Luckily, the inn's roof remains intact after the disaster.

Exterior Walls: 6 in. thick; Hardness 5; hp 60; break DC 20; Climb DC 18.

Interior Walls: 3 in. thick; Hardness 5; hp 30; break DC 20; Climb DC 21.

The exterior walls take 5d6 points of damage from the fall and the interior walls take 3d6 points of damage (the exterior walls brace these walls somewhat against the fall); it may be easiest to assume that all walls take average damage in the fall (18 points for exterior walls and 11 for interior walls). The fall also buckles and warps the floors, transforming all of the areas in the Sleepy Sphinx into difficult terrain (see page 148 of the *Player's Handbook*).

Most of the internal doors are locked unless otherwise noted. Once the disaster strikes, many of the doors are destroyed.

Locked Door: 1 in. thick; Hardness 5; hp 10; break DC 15; Open Locks DC 20.

The Development section of each of the encounter areas below lists how the sinkhole disaster changes the contents of the room.

I1. COMMON ROOM

Several tables and chairs cover the main floor of this large common room, which also features a long bar along the west wall. A somber middle-aged human woman standing between the counter and two tapped ale kegs looks up at you as you

enter, waving you to meet her at the bar.

A number of pegs to your right hold cloaks and overcoats, and a set of stairs against the north wall seems to lead to lodging rooms upstairs.

Most of the day-to-day running of the inn takes place in this large chamber. Brenda tends bar throughout the day and night, occasionally hiring additional help when the local trade route grows thick with merchant travel.

Development: After the disaster, this chamber is completely destroyed and becomes inaccessible to the PCs unless they are Tiny or smaller. Even then, there is little of value here.

12. STABLE

Any of the PCs' mounts or good-sized animal companions are housed in this simple stable. Each of the four animal stalls has been stocked with a plentiful supply of hay.

Development: The stable is destroyed along with the rest of the lower floor during the collapse, and any animals housed here are most likely killed in the tumult. Special animals, such as paladin mounts or druid or ranger animal companions, suffer 4d6 points of damage (half on a successful DC 15 Reflex save).

Surviving mounts are partially buried under rubble and can escape only with a successful DC 21 Strength or Escape Artist check. Trapped animals must be rescued by the party or left to die.

13. STOREROOM/PANTRY

Brenda keeps most of the provisions and equipment she needs to run her inn in this small room. Tightly packed barrels and boxes contain cleaning and food supplies, most of which is of little use to the PCs. The room's door is locked (Open Lock DC 20), and only Brenda has the key, which she wears on a cord around her neck.

Development: This room is demolished by the disaster. The food here eventually draws several denizens of the cave system to the inn.

14. KITCHEN

Brenda keeps the kitchen, which she privately refers to as her "pride and joy," completely spotless. The room contains two tables, a large cabinet filled with cooking utensils, plates, bowls and cutlery, and an iron stove. Brenda wears the key for this room on a cord around her neck.

Development: After the disaster, the kitchen is destroyed. Diligent PCs might fish the battered-but-usable iron stove from the rubble, but doing so is more trouble than it's worth.

15. ENTRANCE TO CELLAR

These stairs lead to the cellar, a simple one-room chamber roughly hewn from the surrounding earth. The cellar contains several barrels filled with alcoholic beverages. PCs who go snooping around down here before the sinkhole collapses find nothing, but a DC 25 Spot check reveals deep cracks in the floor all over the room. A successful DC 25 Knowledge (architecture and engineering) check suggests that the cracks might eventually cause some problems to the inn's structural integrity but gives no warning of any immediate danger.

Development: Once the inn falls into the sinkhole, this area no longer technically exists.

16. BRENDA'S BEDROOM

This room contains a bed, a writing desk, a wardrobe, and a locked wooden chest. Brenda wears the key on a cord around her neck.

Treasure: Expenses related to managing the inn ensure that Brenda has little worth protecting from theft. Her locked chest contains a pair of decent gold earrings (15 gp), 90 gp in various coinages (some from distant lands kept as souvenirs), the deed to the inn (now utterly worthless), and 15 irregular pearls worth 7 gp each.

Locked Chest: Hardness 5; 22 hp; Break DC 23; Open Locks DC 25.

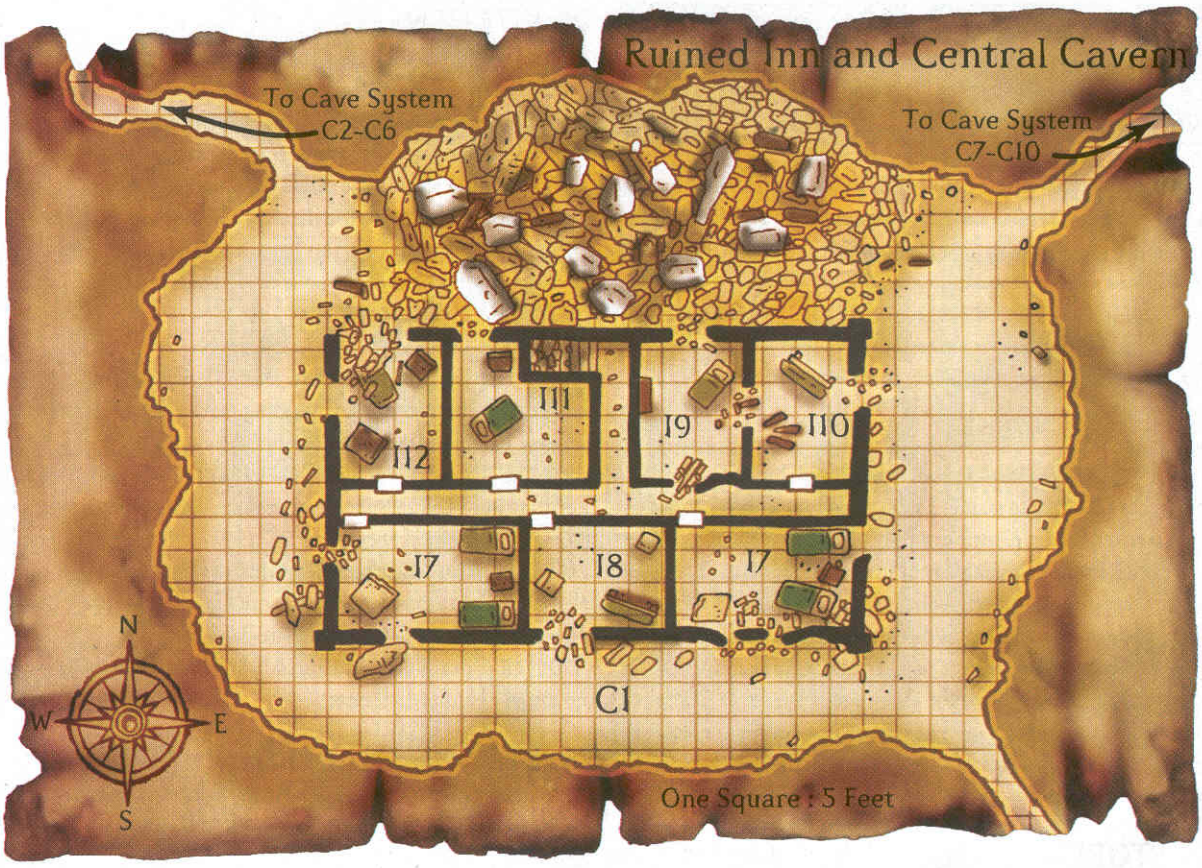
DIGGING FOR FREEDOM

The PCs may try to escape from the cave system by digging through the rubble to the north rather than trying their luck with the tunnels leaving the cavern. This is a dangerous task; the entire area is filled with rubble and digging out requires at least 60 hours of work. Each additional worker reduces the digging time by five hours (to a minimum of 10 hours), but if proper tools aren't available (which is likely for characters trapped in the caves), the time required to dig out is doubled.

Digging to freedom requires one of the diggers to make a successful DC 20 Profession (miner) or Knowledge (architecture and engineering) check to properly brace and shore the tunnel. This check must be made once per hour of work, with failure indicating that the rubble shifts and collapses further. This causes a rockslide (see "Avalanche," *Dungeon Master's Guide*, page 90) that, in addition to endangering everyone in the area, adds 1d10 hours to the time required to dig out the rubble. If no one has either skill, further collapses are guaranteed. In the meantime, creatures from the surrounding caves continue to investigate the noises in the cave, providing further challenges.

Creatures with burrowing speeds can navigate the rubble safely, but any tunnels they create immediately collapse behind them. The most direct route to the surface is only about 40 feet, but burrowing creatures must make a DC 15 Reflex save for every ten feet traveled to avoid taking 3d6 points of bludgeoning damage as the loose rubble settles and collapses. A creature without a burrowing speed being carried by a creature with burrowing speed gets no saving throw to avoid this damage.

Waiting for the villagers to dig out the sinkhole from above might seem like a viable solution. Unfortunately, after three disastrous days of rescue attempts, the mayor declares the area a hazard, ropes it off, and declares all of those who were in the Sleepy Sphinx at the time of the disaster to be dead.



Development: The disaster buries he chest beneath the same pile of timber and rock that crushes Brenda to death. PCs rummaging through the debris locate the chest or body on a successful DC 15 Search check.

I7. EMPTY DOUBLE ROOMS

These double rooms are unoccupied when the PCs arrive, and are likely rented by the party for the night. Each room contains two beds, a large trunk, a chest of drawers, and a full-length mirror. The chests contain a hand lamp.

Development: Although thrown into disarray, these rooms manage to survive the disaster with little structural damage beyond shattered mirrors.

I8. VACHLAN'S ROOM

Vachlan's room is slightly smaller than the double rooms, containing only one bed and no mirror.

Development: After the disaster, the bed becomes overturned and a 5-foot section of the exterior wall collapses, forming a new way into and out of the inn.

I9. LIANDRA'S ROOM

This room is identical to area **I8**.

Development: After the disaster, this room remains intact, though the interior wall between this area and area **I10** is partially destroyed (opening a small hole between the two areas).

I10. EMPTY SINGLE ROOM

This room is identical to area **I8**, but is uninhabited and can be rented by the PCs.

Development: After the disaster, the room's wardrobe shatters into several pieces and the bed flips over onto its side.

I11. CEDRAS' ROOM

This chamber is identical to the other single bedrooms, but contains a full-length mirror and a comfortable chair.

Development: The mirror shatters and the chest of drawers overturns when the disaster strikes.

I12. WALCREN'S ROOM

Though rather messy, this room is much like the other bedrooms in the inn.

Development: When the disaster strikes the exterior wall collapses, partially burying Walcren beneath a pile of timbers. He is trapped until rescued by the PCs and suffers the effects of being pinned (see *Dungeon Masters Guide* 85). Freeing him requires a successful Strength check (DC 25).

PART II: INTO THE SHADOWS BELOW

Once the sinkhole collapses, the residents of the village quickly come to investigate. After assessing the situation, it soon

becomes apparent to Mayor Kalanod that the area around the sinkhole is extremely unstable and could collapse at any moment. With a heavy heart, Kalanod calls off any rescue attempt and waits until the morning before holding a service for the victims of the disaster.

FEATURES OF THE CAVE SYSTEM

Due to its seclusion from the rest of the Underdark, the cave system's air poses significant threats to the PCs, ranging from foul odors to outright poison (see specific entries below). The system's dryness and lack of cave formations prevents the growth of native fungi or molds.

Most caves are 8–12 feet in height. Most connecting tunnels are 4–10 feet in height.

Through long exposure to the Plane of Shadow, the cave system gained some of the magic traits of that plane.

- Spells with the shadow descriptor are maximized as per the feat without using up a higher spell slot, but are not further enhanced. *Shadow conjuration* and *shadow evocation* are 30% as powerful as the Conjuration and Evocation spells they mimic (instead of 20%). The more powerful versions (*greater shadow conjuration* and *greater shadow evocation*) are 60% as powerful (not 40%) and the *shade* spell conjures at 90% of the power of the original (not 60%).
- Spells that have the light or fire descriptor have a chance of fizzling while in the cave system (Spellcraft check DC 15 + the level of the spell).
- All illumination in the caves is halved (including all forms of magical illumination).

C1. CENTRAL CAVERN (EL 4)

The Sleepy Sphinx has seen better days. The lower floor of the inn is a crumpled and shattered mess, mostly crushed flat beneath the bulk of the upper floor. Miraculously, the upper floor itself is largely intact, although all the windows are shattered, and there are many holes in the walls and roof.

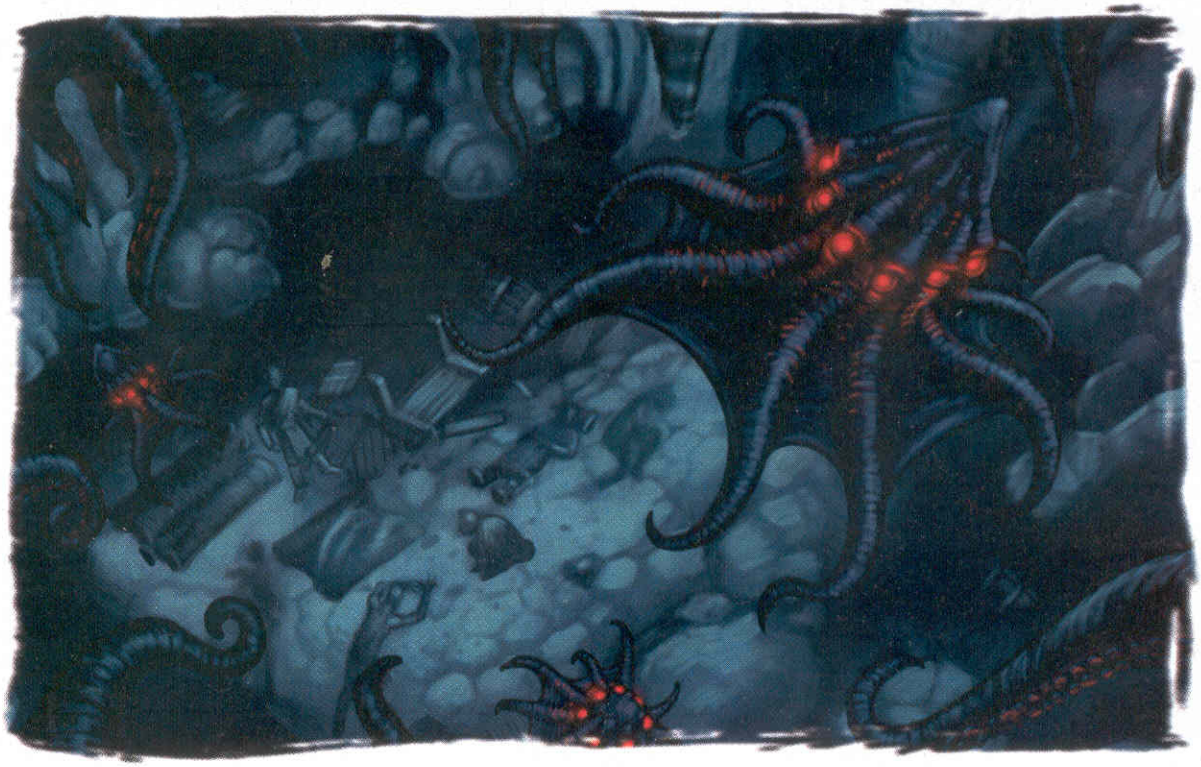
Looking around you see that the inn appears to be lying in a gigantic cavern, its dimensions quickly swallowed up by the abyssal blackness. Strange noises float on the darkness towards you, and you get the distinct feeling that you are not alone.

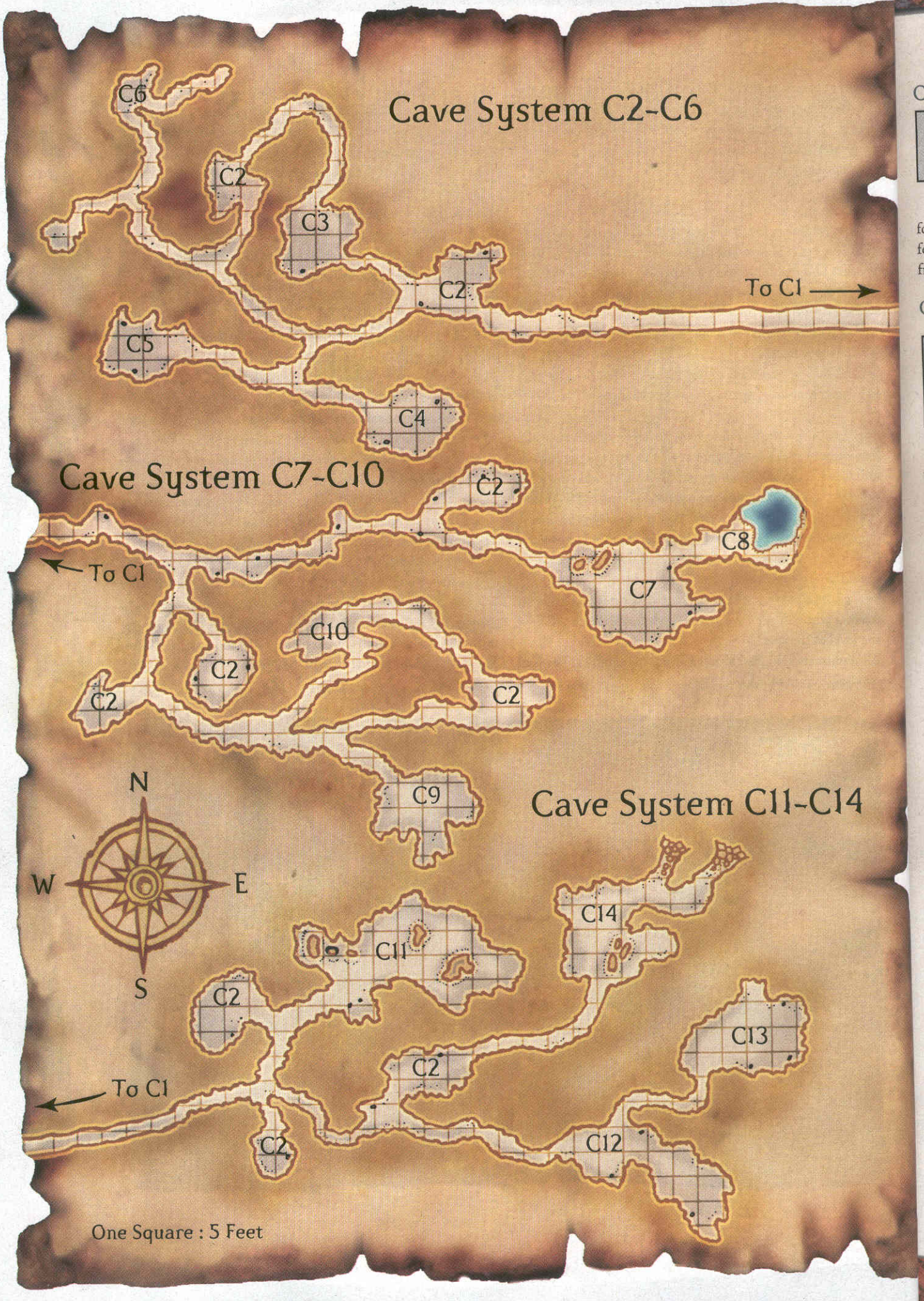
This large cavern is the hub of the cave system, serving as the main thoroughfare between the other caves. Until the sinkhole collapse, the cavern was rather unremarkable in appearance and only a few crumbling stalagmites and boulders occupied it. Now, unstable rubble fills the sinkhole "chute" to the north. The ceiling is about 40 ft. above the cavern floor.

Creatures: Shortly after the disaster, a clutch of darkmantles lurking in the central cavern begin circling the inn, curious about this new addition to their home. The darkmantles can enter the inn through any of the smashed windows or other openings with ease.

Darkmantles (4): hp 6, 7, 9, 11; *Monster Manual* 38.

Tactics: The darkmantles do not attack the PCs or other patrons unless they outnumber them two to one. If faced with an open flame, or if they meet stiff resistance, they flee. The darkmantles use their *darkness* ability as soon as they enter battle, and prefer to attack small individuals.




Cave System C2-C6
C6
C2
C3
C2
To C1
C5
C4
Cave System C7-C10
C2
C8
To C1
C7
C10
C2
C2
C2
C9
Cave System C11-C14
N
W
E
S
C14
C11
C2
C13
C2
To C1
C12
C2
One Square : 5 Feet

C2. EMPTY CAVES

This cave appears empty except for a few meager cave formations, bones, and offal. Darkness saturates the cave, making it difficult to make out any details.

PCs passing through these caves encounter nothing except for a few harmless insects native to the cave system. If they stop for any length of time, feel free to spring a creature on them from one of the nearby caves.

C3. DIRE RAT LAIR (EL 4)

This cave contains a variety of gnawed bones and bits of offal, and the stench of decay is almost strong enough to make you gag. Several small holes dot the walls and the numerous small stalagmites that cover the floor.

Creatures: The inhabitants of this room squeal and twitter as they fight over a giant beetle carcass.

Shadow Creature Dire Rats (6): CR 1; Small Magical Beast (Extraplanar); HD 1d8+1; hp 5 each; Init + 3; Spd 60 ft., climb 30 ft.; AC 15, touch 14, flat-footed 12; Base Atk +0; Grp –4; Atk +4 melee (1d4 plus disease, bite); SA disease; SQ scent, cold resistance 6, darkvision 60 ft., evasion, low-light vision, shadow blend; AL N; Fort +3, Ref +5, Will +3; Str 10, Dex 17, Con 12, Int 1, Wis 12, Cha 4.

Skills: Climb +11, Hide +8, Lisen +4, Move Silently +10, Spot +4, Swim +11. *Feats:* Alertness, Weapon Finesse[B].

Tactics: The rats immediately rush for cover, hiding in several small holes along the walls and not emerging unless faced with a single opponent or a group of grieviously wounded foes. They team up to attack a lone PC or NPC, using their shadow blend and evasion abilities to maximum effect while attacking.

Development: These rats wander into area **C1** to investigate the ruins of the inn 20 minutes after the disaster occurs; if they find the ruins to be empty they quickly settle in and make area **I11** their new home.

C4. SHADOW MASTIFF CAVE (EL 5)

The unmistakable odor of raw meat fills this chamber, and the bones of numerous creatures litter the uneven stone floor.

This cave is home to a shadow mastiff that wandered here from the Plane of Shadow. The bones belong to creatures the mastiff has hunted through the cave system, and include more than a dozen dire rats.

Creature: The shadow mastiff begins baying as soon as it senses the PCs, relying on its shadow blend ability to remain hidden while it plagues them.

Shadow Mastiff: hp 32; *Monster Manual* 162.

Tactics: The mastiff attempts to separate the PCs and attack them while they are panicked from its baying, retreating if it is seriously challenged.

Development: The shadow mastiff wanders into area **C1** five minutes after the disaster to investigate. It enters the inn through area **I8**; if it finds nothing there of interest within 10 minutes of exploring the inn, it returns here.

C5. VISTA OF SHADOWS (EL 5)

A musty grotto marks the end of this empty chamber, which sports a few broken stalactites and small natural piles of rubble. Suddenly, the wall opposite the entrance shimmers with dark radiance and becomes transluscent, revealing a landscape of blacks and grays. The image slowly becomes clearer until you can make out a massive city of dark stone rearing skyward, small pinpoints of white light coming from the buildings providing feeble illumination. Before the city is a stretch of gloomy woodland and a lake of black, crystalline water.

This vista is an image from the Plane of Shadow. The city, called Ossumbra by its many and varied residents, is one of the few heavily inhabited settlements on the plane.

Before the sinkhole collapsed, this image was in all aspects identical to a normal window, allowing creatures from the Plane of Shadow a view of the Prime Material Plane.

When the sinkhole collapsed, the resulting earth tremors temporarily forced the two planes into alignment, and the window transformed into a temporary *gate* that allows travel between the Material Plane and the Plane of Shadow.

Taking advantage of this temporary *gate* is a greater barghest named Huzuraal. Originally from Gehenna, Huzuraal was stranded on the Plane of Shadow several years ago. He made the best of his predicament, and gained the shadow creature template after consuming several native creatures. Huzuraal leads a band of shadow creature goblins and is little more than a thug, always looking for fresh victims and treasure.

Creatures: A round after the PCs enter this area, a group of six shadow goblins emerge from the *gate*. The goblins are automatically surprised by the PCs' presence; any PC who makes a successful Spot check (DC 15) notices the rippling in the *gate* in time that he may take an action in the surprise round. The goblins are an expeditionary force sent by Huzuraal to search the cave system.

Shadow Creature Goblin War1 (6): CR 1; Small Magical Beast (Extraplanar, humanoid); HD 1d8+1; hp 5 each; Init +1; Spd 45 ft.; AC 15, touch 12, flat-footed 14; Base Atk +1; Grp –3; Atk +2 melee (1d6, morningstar); or +3 ranged (1d4, javelin); SQ cold resistance 6, darkvision 60 ft., fast healing 2, low-light vision, shadow blend; AL NE; Fort +3, Ref +1, Will –1; Str 11, Dex 13, Con 12, Int 10, Wis 9, Cha 6.

Skills: Hide +5, Listen +2, Move Silently +11, Ride +4, Spot +2. *Feats:* Alertness.

Possessions: Morningstar, 3 javelins, studded leather armor, light shield.

Tactics: The goblins use their shadow blend ability if they can and throw their javelins at the PCs. They retreat back through the *gate* if seriously threatened, hoping to lead PCs to Huzuraal and the rest of the goblins.

Development: If a group of shadow creature goblins has already been defeated by the players at the ruins of the inn, no shadow creature goblins are encountered here (Huzuraal sends only one group of goblins through the *gate*). He and the remaining goblins grow anxious about the fate of the scouts and keep a watchful eye on their side of the *gate*. In this case, both Huzuraal and the remaining goblins gain a +2 bonus on their Listen and Spot checks to notice PCs coming through the *gate*.

The PCs can pass freely through the *gate* into the Plane of Shadow. Those who do so find themselves in a region of the Plane of Shadow known as the Shadowglen (see area **C5a**).

C5A. SHADOWGLEN (EL 7 +)

Dark towering cliffs and a huge lake of black sparkling water surround this wooded glen. The darkness casts an oppressive pall over the entire place; the trees and rocks seem to be weighed down by the cloying gloom. Up ahead sits a clearing, in which the pale yellow flame of a campfire struggles against the endless black landscape. Several figures huddle around its feeble light.

This wooded glen is part of the Plane of Shadow. The sheer cliffs and lake that surround it physically separate it from the rest of the plane, making it difficult for PCs to explore the area beyond the glen. Details on the Plane of Shadow itself, including the unique traits of the plane, can be found on page 152 of the *Dungeon Master's Guide*.

The unstable *gate* collapses several hours after it is first used. Any creature within sight of the *gate* sees it begin to phase in and out of existence 10 minutes before it finally vanishes. This should give PCs time to get back if they do not want to be stuck on another plane of existence. The phasing effect does not harm any creature passing through the *gate*, but should suitably alarm anyone who tries. In all other ways, the *gate* is identical to the standard *gate* spell.

The figures huddled around the campfire are simple wooden frames over which cloaks have been draped. These dummies normally draw victims into the center of the camp where they can be easily ambushed by the barghest and his goblins. PCs within 30 feet of the dummies have a chance of realizing they are fake (Spot DC 18). Within 5 feet, detection is automatic.

Creatures: Huzuraal and his band of shadow goblins lurk around the fringes of the clearing, hidden amongst the foliage. Although Huzuraal does not need a campfire personally, he uses it as a way of luring victims into his grasp, since the ruse draws both travelers to the Plane of Shadow and natives alike.

Huzuraal and his remaining goblins hide in the trees and bushes around the campfire, using their shadow blend ability to stay hidden. They watch the *gate* and have a good chance of spotting the PCs, particularly if the heroes use some sort of light source. If the PCs are chasing goblins from area **C5**, the goblins run through the center of camp, hoping to draw the PCs after them. Otherwise, Huzuraal waits for the PCs to enter the camp before springing his attack, using the tactics presented below.

Shadow Goblins (4): hp 6 each; otherwise same as the statistics in **C5** (although they lose the Extraplanar subtype on the Plane of Shadow).

Huzuraal, Male Shadow Creature Barghest: CR 6; Large Magical Beast (Evil, Lawful, Shapechanger); HD 9d8+27; hp 75; Init +6; Spd 45 ft.; AC 21, touch 12, flat-footed 19; Base Atk +9; Grp +18; Atk +13 melee (1d8+5, bite); Full Atk +13 melee (1d8+5, bite) and +8 melee (1d6+2, 2 claws); Space/Reach 10 ft./5 ft.; SA spell-like abili-

ties, feed; SQ change shape, cold resistance 14, damage reduction 10/magic, darkvision 60 ft., fast healing 2, low-light vision, scent, shadow blend, +2 luck bonus on all saving throws (included in saves), *pass without trace* (only in wolf form); AL LE; Fort +11, Ref +10, Will +12; Str 20, Dex 15, Con 16, Int 18, Wis 18, Cha 18.

Skills: Bluff +16, Climb +17, Concentration +15, Diplomacy +8, Disguise +4 (+6 acting), Hide +10*; Intimidate +18, Jump +25, Listen +16, Move Silently +20, Sense Motive +16, Spot +16, Survival 16 (+18 following tracks), Tumble +16. *Feats:* Combat Casting, Combat Reflexes, Improved Initiative, Track.

See the *Monster Manual* (page 22) for descriptions of the barghest's spell-like abilities, feed, and change shape attacks and qualities.

Possessions: Ring of protection +1, *brooch of shielding* (89 hp left), 350 gp in leather sack.

* Huzuraal gains a +4 bonus on Hide checks while in wolf form.

Tactics: If the PCs are drawn into the middle of the campfire, Huzuraal uses his *charm monster* power against the most physically impressive character. He then sends his goblins out to attack while he uses *crushing despair* to further throw his enemies into chaos. Finally, he casts *rage* on himself and joins the fray.

Huzuraal is quite intelligent, a master liar, and highly intuitive, making him difficult to deceive. He takes the opportunity to flee if he is overwhelmed, making for the shadow *gate* before it vanishes. PCs may face him again in the cave system once he has recovered from his wounds, at which point he uses his superior movement and stealth capabilities to stalk them.

C6. SMALL CAVE

Little more than a widening in the tunnel, this cave contains a humanoid skeleton draped in the remains of a robe decorated with obscure arcane runes. The cause of death is not obvious, but the body appears to have been here for some time.

The skeleton is that of a wizard who was traveling through the Plane of Shadow when he was killed by one of its denizens. His body was drawn into the cave system long ago, where it has lain ever since. PCs examining the skeleton find that its skull has been caved in.

Treasure: The skeleton wears rotting green robes and a snakeskin belt pouch. The latter contains an assortment of spoiled material components along with 25 pp. On one of the skeleton's bony fingers is a *ring of feather falling*; a *wand of web* with 13 charges lies near the body.

C7. SHADOWY CUBE LAIR (EL 4)

Thoroughly stripped clean of all edible organic material, this cave houses a shadow gelatinous cube. A PC who makes a successful Knowledge (dungeoneering) check (DC 20) notices that this is a telltale sign that some form of ooze lurks nearby.

Creature: The shadow creature gelatinous cube lurks in the tunnel to area **C8**. It remains motionless unless spotted, hoping to catch PCs unaware. The shadow creature gelatinous cube is smart enough to use its shadow blend ability in conjunction with its natural transparency when hunting. If faced with several opponents it uses its *mirror image* ability and attempts to engulf as many creatures as possible.

Shadow Creature Gelatinous Cube: CR 4; Huge Magical Beast; HD 4d10+32; hp 66; Init –5; Spd 20 ft.; AC 3, touch 3, flat-footed 3; Base Atk +3; Grp +11; Atk/Full Atk +1 melee (1d6 plus 1d6 acid, slam); Space/Reach 15 ft./10 ft.; SA acid, engulf, paralysis; SQ blindsight 60 ft., cold resistance 9, immunity to electricity, mirror image, ooze traits, shadow blend, transparent, shadow blend; AL N; Fort +9, Ref –4; Will –4; Str 10, Dex 1, Con 26, Int —, Wis 1, Cha 1.

Skills: Move Silently +1. *Feats:* None.

SQ – Mirror Image (Su): The shadow gelatinous cube can use *mirror image* once per day as a 4th-level sorcerer.

For details on the gelatinous cube's other special attacks and qualities, see page 202 of the *Monster Manual*.

Note: Although a creature with the shadow creature template normally has darkvision and low-light vision, the cube's lack of sensory organs makes this obsolete.

C8. ACID POOL GROTTO (EL 2)

A shallow pool of dark water marks this otherwise unremarkable cave. The walls and floor have been stripped bare of any organic matter.

Trap: The pool of dark water has been tainted by the constant passage of the shadow creature gelatinous cube. The pool is only about 2 feet deep, and empty of all life.

Acidic Pool of Water: CR 2; hazard; contact with the pool causes 1d6 points of acid damage and possible paralysis; Fortitude save negates paralysis (DC 12; 1d6 rounds of paralysis), Knowledge (nature) check (DC 15) identifies the hazard for what it is.

C9. SHADOW SURPRISE (EL 5)

A strange coldness pervades this cave. Even the darkness seems frozen by the cold, dripping from the walls like congealed oil. The area is devoid of all life and contains only a few old bones and odd bits of chitin, all covered with a thin layer of grime.

Because of its occupants, the other creatures in the cave system avoid this area.

Creatures: Two shadows lurk in this chamber, attacking any PCs entering the cavern. They focus their attacks on one PC at a time, using their ability to blend with existing shadows and their incorporeal natures to get close to their chosen foe. The shadows harass the PCs until destroyed, following them beyond this room if necessary.

Shadows (2): hp 23, 18; *Monster Manual* 221.

C10. SKULL CHAMBER (EL 4)

A three-foot-tall stalagmite marks the center of this irregularly-shaped chamber. An apparently human skull sits on the forma-

tion's flat top, and high-pitched chittering coming from the shadows around it make the hairs on the back of your neck stand up.

Creatures: This cave contains a small pack of 5 shadow creature dire rats. The shadow creature dire rats do not attack unless their nest is threatened.

Shadow Creature Dire Rats: hp 6 each; other statistics the same as the shadow creature dire rats in area **C3**.

Development: The skull was placed here years ago by a long-dead cave inhabitant. These rats wander into area **C1** to investigate the ruins of the inn 50 minutes after the disaster occurs; if they find the ruins to be empty they quickly settle in and make area **I10** their new home.

C11. XORN BANQUET (EL 3)

Sheets of red and purple crystals sparkle enticingly from the walls of this chamber. Large patches of the walls seem to have been scraped clear recently, leaving swaths of bare stone.

Creature: A minor xorn recently wandered into this cave, and it has been gnawing contentedly on the gemstone walls of the cave for some time.

Minor Xorn: hp 22; *Monster Manual* 261.

Tactics: The xorn turns its attention to any PCs entering the area, happy to have something else to taste, and becomes especially aggressive if the PCs have any metal magic items. It flees if brought to half its hit points, passing straight through the floor of the cave.

Treasure: The walls of the cave contain thousands of gp worth of garnets, though only about 4,000 gp worth is readily accessible on the surface of the walls. It takes 10 minutes of wall scraping to extract 1,000 gp worth of garnets.

Development: If the PCs stay in the cave for any length of time trying to excavate the garnets (especially if the PCs make a lot of noise), consider adding another encounter here. The exact nature of the encounter is up to you, but a group of six shadow creature goblins from the **Shadowglen** is perfect (this may spark the PCs' interest if they have not yet been to **C5**).

C12. WARNING CAVE

This cave appears empty except for a few meager stone formations, bones, and offal. Darkness saturates the cave, making it difficult to make out any details.

This cave does not seem to be much different from the remainder of the cave system. Amongst the debris on the floor are the withered corpses of several bats. None of the bats are wounded or have been devoured despite the fact that they are weeks old (the shadow creature gelatinous cube cannot easilly fit down the tunnel into this cave, and it's not smart enough to try).

The dead bats are the result of the nearby poison gas (**C13**). PCs passing through this area notice the dead bats on a successful DC 13 Spot check. PCs who search the area automatically find the bats. A successful Heal check (DC 20) made while studying a bat's body reveals that the bat died of some form of inhaled toxin.

C13. POISON GAS CAVE (EL 4)

Long cracks run up and down the walls of this cave, and jagged piles of rock are strewn throughout the area. The cave appears empty, although here and there a bone pokes out from the rubble.

A recent earth tremor opened a fissure in this cave, releasing a pocket of natural gas from deeper within the earth.

Trap: The fumes are quite poisonous, unscented, and transparent. A greater threat comes from any open flame that the PCs take into the cave—the flame ignites the gas and damages everyone in the area. An explosion rids the cave of gas for 10 minutes. If the vent that fills the cave with gas can be found and sealed, the remaining gas in the room goes inert after one minute.

Poison Gas: CR 4; hazard, multiple targets (all within the cave); onset delay (5 rounds), poison, Fortitude save (DC 13) resists, 1d4 Str/2d4 Str; Open flame causes gas to explode (3d6 damage, Reflex save DC 15 half); Knowledge (dungeoneering) DC 15 to notice the hazard; Search DC 20 to find the vent.

Creatures with the scent ability automatically detect the gas, although they might not realize what kind of danger it presents.

C14. WAY OUT

Huge piles of rubble cover the floor of this cave. Thin lines of dust trail from the ceiling to the ground. Two tunnels exit the cave on the opposite wall, both heading upward until cut short by a wall of loose debris.

When the PCs enter this chamber, allow them Spot checks (DC 15) to notice tiny bits of light or a waft of fresh air leaking in through the rubble that chokes the two exits. Both exits that lead up to the surface are choked with rubble for about 20 feet of their length, after which they lead steadily up toward the surface. The tunnels exit the cave system just outside the village of Burek, concealed amongst dense foliage.

While digging through 20 feet of rubble sounds implausible, the PCs need only clear some of the debris to cause the rest of it to give. A character can make a Profession (miner) check (DC 15) to determine that the debris is loose and should give way after a bit of digging. It takes two hours to clear enough debris for the rest to collapse and allow egress; each additional worker reduces this time by 30 minutes (to a minimum of 30 minutes).

Once enough rubble has been cleared and the remainder begins to crumble away, allow the diggers Listen checks (DC 20) or Knowledge (dungeoneering) checks (DC 15) to realize what is about to occur. Treat the avalanche of debris as a normal

avalanche with a bury zone of 40 feet and a slide zone of 15 feet to each side of the bury zone (see *Dungeon Master's Guide* 90).

Development: As the rubble falls away, stage a final encounter with one of the cave's denizens to provide an exciting climax to the adventure. Perhaps a creature from a cave that the party never visited has been stalking them, and chooses this moment to strike. An excellent option is to have Huzuraal the shadow creature barghest attack. If the PCs have not already encountered Huzuraal, he simply decided to take his chances in this realm once he saw the *gate* in area **C5** begin to fade. If he escaped into the caves after a previous battle with the PCs, he attacks at this time to gain revenge for his earlier humiliating defeat. If the PCs have already defeated Huzuraal, perhaps Liandra herself betrays them by attacking them in an attempt to murder them all and steal their gear and any treasure they found in the cave complex. You can even have her betray the party in the chaos of battle as they fight Huzuraal in this chamber.

CONCLUDING THE ADVENTURE

Once the PCs escape from the caves, they find that the town of Burek has given them up for dead and that the central cavern has completely collapsed in on itself, forming a massive crater in the center of town. If any of the NPCs from the disaster survive, their reactions are mixed. Vachlan and Walcren do not have much to offer the PCs but their thanks, while Cedras offers them 50 gp for his rescue. If Liandra has not been caught stealing from the PCs or NPCs and hasn't yet tried to kill them, she offers the PCs her services. If they accept, she continues to steal from them until she is caught or manages to steal a significant magic item. She plays on the PCs' sympathies as much as she can during this time, lying and cheating at every turn and fleeing if things get too hairy.

New earth tremors in the area could soon reveal new dangers from the Underdark. Likewise, more creatures from the Plane of Shadow or even the city of Ossumbra could infiltrate the caves and cause new problems for the town of Burek.

Finally, an escaped Huzuraal might cause trouble in the surrounding area, gathering a new group of humanoids under his control and terrorizing the people of Burek and other local communities.

APPENDIX: SHADOW CREATURE TEMPLATE

Shadow creatures dwell on the Plane of Shadow, sometimes crossing into other planes where the barriers between dimensions are weak. Just as parts of the Plane of Shadow resemble a strange, distorted version of the Material Plane, shadow creatures superficially resemble creatures from the Material Plane. Shadow creatures are darker, more elusive, and spookier than their material counterparts. Grays and blacks are their most common colors, with white and yellow rarely seen. They are not to be confused with shadows (undead creatures that often dwell on the Plane of Shadow). Other creatures native to the Plane of Shadow exist that have stronger or weaker connections to the energies of that place (such as the shadow mastiff) and do not follow this template.

CREATING A SHADOW CREATURE

"Shadow creature" is a template that can be added to any corporeal creature (referred to hereafter as the "base creature"). The creature's type changes to "magical beast." It otherwise uses all the base creature's statistics and special abilities except as noted below.

Speed: As base creature × 1 1/2.

Special Qualities: A shadow creature retains all the special qualities of the base creature and gains the following ones:

- Cold resistance of 5 + 1 per HD, to a maximum of 20.
- Darkvision with a range of 60 feet.
- Low-light vision
- *Shadow Blend (Su)*: In any conditions other than full daylight, a shadow creature can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability. A *daylight* spell, however, will.

Shadow creatures also have one additional supernatural ability for every 4 HD they possess (minimum of one) chosen from the following list:

- +2 luck bonus on all saving throws.
- *Cause fear* once per day as a 5th-level caster.
- Damage reduction 5/magic.
- Evasion (as the rogue class feature).
- *Mirror image* once per day as a 5th-level caster.
- *Plane shift* self to or from the Plane of Shadow once per day as a 15th-level caster.
- Fast healing 2.

If the base creature already has one or more of these special qualities use the better value.

Skills: Same as the base creature, plus Move Silently +6.
Feats: Same as the base creature.
Climate/Terrain: Same as the base creature.
Organization: Same as the base creature.
Challenge Rating: Same as the base creature +1.
Treasure: Same as the base creature.
Alignment: Same as the base creature, although rarely good.
Advancement: Same as the base creature.

Phillip Larwood lives in NSW, Australia, where he's worked for the past few years as a teacher. He writes, "I consider myself to be a fairly ordinary guy who leads a double life as a hell-raising DM who constantly has his players moaning as yet another insane plot twist is thrown in their faces to make their characters' lives a misery. Despite this, I still like to think of myself as a gentle soul." Ω

18. HUHUETEOTL'S SECRET LAB

In this room, Huhuenteotl created magic items and conducted his private research. When he fled the kyton from area 19, he came here to retrieve his more potent magic items and to summon a fire elemental. When the elemental ignited Huhueteotl's vat of alchemist's fire the resulting explosion incinerated everything in the room. Nothing survived. Hurled into the corner is a smashed pile of bones wrapped in thick black chains—the shattered remains of the kyton.

Treasure: Heaps of slimy ash and charcoal cover the floor and tarry, black residue coats the walls. This gooey muck is a stew of burned magical potions and chemical infusions. A successful DC 20 Craft (alchemy) or Spellcraft check reveals that if this gunk is gathered up and carefully dried it can be turned into five handfuls of *dust of appearance.*

19. SUMMONING CHAMBER (EL 9)

Two square platforms dominate the floor of this oddly shaped chamber. Standing atop each platform is a humanoid figure, wrapped head to toe in blue-black metal chains. Even their faces are concealed, and only their burning yellow eyes are visible through the impossible tangle of chain. They both turn from the man addressing them to stare at you. You look down at their feet and see they stand inside circles of glyphs and runes carved into the stone of the platform. The golden metal inlay shimmers with magical power.

NEW MAGIC ITEMS

¦ ***Ring of Chill:*** This silver ring is set with a single white stone. It keeps the wearer comfortably cool in areas of extreme heat just as if she had *endure elements* cast upon her. However, the benefits of the ring provide relief from only hot environments, not cold environments like the normal *endure elements* spell.

Faint abjuration; CL 1st; Forge Ring, *endure elements;* Price: 500 gp.

¦ ***Frozen Soul:*** The artifact known as the *frozen soul* is actually a magically enhanced, tiny shard of the Paraelemental Plane of Ice. The *soul* works like a one-way *gate* from the Paraelemental Plane of Ice, projecting forth a continuous flow of excruciatingly cold air, as well as the occasional denizen of the plane. The *frozen soul* itself is so extremely cold that it causes physical damage to any creature that touches or comes near it.

Distance	Effects
Direct Contact	Creature takes 10d6 points of cold damage per full round of contact, or 2d6 cold damage for a brief touch.
0–50 ft.	2d6 points of cold damage per round; ice sheet on all stationary surfaces (see the *Dungeon Master's Guide* page 91).
50–300 ft.	1d6 points of nonlethal damage per round; slippery floors (see the *Dungeon Master's Guide* page 60).
300–1000 ft.	1 point of nonlethal damage per round.
1000 ft.–2 miles	Severe cold (see the *Dungeon Master's Guide* page 302).
2–4 miles	Cold weather (see the *Dungeon Master's Guide* page 302).
4–10 miles	Drops ambient temperature by 10° F, but not below freezing.

The *soul's* effects on the local environment can be felt up to ten miles away unless the cold is contained (see below). The cold zone generated by the *frozen soul* suppresses natural and magic fire within 1,000 feet. The damage done by any source of flame or heat is reduced by the amount of cold damage dealt in that zone. For example, a *fireball* that would normally deal 36 points of fire damage and that explodes within 30 feet of the soul deals 2d6 fewer points of damage.

As Huhuenteotl discovered, it is possible to contain the zone of cold around the *frozen soul* with spells like *protection from energy* (cast on the *soul*, it absorbs the cold damage dealt by the artifact until expended or the duration expires). Huhueteotl used a ritual that combined several *endure elements* spells with *protection from energy.* The ritual was a spur of the moment idea, so it was only semipermanent. The wizard had to perform it again every 24 hours. If spells are cast for this effect on the *soul* once the zone of cold is already fully established, its effects recede at the rate of 10 feet per minute. On the other hand, if the magical forces suppressing the artifacts's power are removed, the zone of cold expands outward at the same rate to its limit. It takes 8 hours and 48 minutes for the zone of cold to expand outward by a mile, and it reaches the limit of its zone of effect in 3 days and 16 hours.

The *soul* weighs less than 1 ounce. It could easily be picked up and moved assuming whatever did so could survive the contact. *Telekinesis* effects and even *mage hand* can be used to move the *frozen soul* from a distance.

The *frozen soul* has a *gate* effect that allows the occasional creature from the Paraelemental Plane of Ice to wander onto whatever plane on which the *soul* currently resides. This effect does not function when the zone of cold is suppressed. The arrival point must be large enough to accommodate the creature or the *gate* does not function.

Destroying the *frozen soul* is not easy. It is always surrounded by a 2-foot-thick shield of magically hardened ice. The shield has a hardness of 5 and 20 hit points, and thanks to its proximity to the *soul* it has an effective resistance to fire of 10 and regenerates 5 hp each round. If the shield is destroyed any residual damage is not passed on to the *soul*, so a *fireball* that completely melts the shield has no effect on the artifact. Even if it is completely chipped or melted away, the shield continues to regenerate and reform each round.

The *frozen soul* itself has damage reduction 10/bludgeoning, resistance to fire 20, is immune to cold damage, and has 20 hit points.

The *frozen soul* can be devastating to the local climate. Crops are

Standing outside the circle on the furthest platform is the harassed-looking man you saw when you first entered the complex. His eyes are wild and his teeth are clenched in a wicked grimace of pure rancor. Against the west wall, carved right into the floor, is a third circle of magical runes. This one is empty, and the golden inlay looks like it melted and sprayed out onto the ground. To either side of this circle, on 6-foot-tall pedestals, are statues of beings with human torsos and the lower halves of serpents.

A wide, bloody smear runs diagonally across the floor, from the empty circle of runes all the way over to the wall to your left, which bears a broad fan of sprayed crimson and bloody bone fragments stuck to the stone.

Part of the eastern wall of this area is open to a cavern filled with roaring fire. The walls, floor, and ceiling near the opening are charred black.

If the PCs managed to somehow catch and deal with Toaclet already, alter the above text accordingly. In that case, assume the kytons are the only denizens of this room. If you feel like challenging the PCs, assume the bodak freed them out of sheer malice. The kytons could be biding their time here, waiting to see if another of Huhueteotl's minions show up so they can figure out how to get back to the Nine Hells.

Creatures: Toaclet stands before the two remaining chain devils, carefully negotiating terms for their release.

Chain Devils (Kytons): hp 52 each; *Monster Manual* 53.

Toaclet, Male Tiefling Wiz 11: hp 26 (currently 18); see area 1 for complete statistics.

Tactics: The moment Toaclet sees or hears the PCs, including anything loud that happens in area 16, he drops his foot on the nearest *circle* and screams "I release you! Kill the intruders and return to Hell!" He then runs to the other *circle* and releases the second kyton.

There are many ways to prevent Toaclet from breaking the *circles*. A well-placed arrow shot, a successful *command* spell, or approaching the mage *invisibly* and attacking him at close range could all potentially prevail.

The devils attack as soon as they are released. They cannot return to their home plane until they complete the terms of their release by killing the PCs, so they attack relentlessly. The kytons command all chains within 20 feet, so woe to the PC who wields a spiked chain, a flail, or nunchaku in their presence. Toaclet, on the other hand, retreats to the back of the room. He attacks from a distance with *magic missile* and the last charges from his *staff of fire*. He enters melee only if forced, starting with *burning hands* and then using his shortspear.

Development: If the PCs retreat or do anything that gives the kytons a moment's break from combat, they slaughter Toaclet by the messiest means possible. After all, Toaclet said nothing about sparing his own life.

20. PYRAMID AND *FROZEN SOUL* (EL 9)

Before you is an immense natural cavern a hundred feet across and twice as high. A thundering inferno of flames fills the cavern with hellish heat and blinding orange light. In the middle of this burning chaos is a squat stone pyramid that fills half the cavern floor. Incredibly, it is slathered in ice!

A crackling sphere of transparent, pale blue air envelops the pyramid, immediately extinguishing any flame it touches. Hissing tendrils of steam curl upward at the sphere's edge. The sphere throbs lightly, like a beating heart, and expands slightly with every pulse.

Hissing tendrils of steam curl upward at the sphere's edge. The sphere throbs lightly, like a beating heart, and expands slightly with every pulse.

The top of the pyramid is crammed with figures, shrieking and roaring in a piercing symphony of pain. They look like humanoids made completely of ice, with sharp spines and disturbingly long claws. Some are as small as halflings, others are larger than ogres. They are in constant motion, fighting among themselves. Suddenly you hear an ear-splitting roar and dozens of the figures are thrown roughly from the pyramid, sliding down the slick icy sides to crash to a halt at the base. They scream frantically as their bodies dissolve into puddles of water and slush.

Where they stood is an enormous, ice blue, six-legged reptile. It turns to the remaining ice-men, lowers its head in a clear sign of aggression, and bares gleaming teeth like shards of crystal.

Sitting out of view on top of the pyramid is the *frozen soul*.

Creatures: A cluster of ice paraelementals and mephits were huddled on the top of the pyramid, struggling with one another for the limited space until a frost salamander *gated* in. The lumbering brute threw all but the two largest to their deaths.

Frost Salamander: CR 7; Medium magical beast (cold); HD 12d10+12; hp 78 hp; Init +2; Spd 30 ft., climb 30 ft.; AC 17, touch 12, flat-footed 15; Base Atk +12; Grap +12; Atk +12 melee (1d6/19–20, claw); Full Atk +12 melee (1d6/19–20, 4 claws) and +10 melee (1d6/19–20, bite); Space/Reach 10 ft./5 ft.; SA cold aura; SQ cold subtype, darkvision 60 ft., DR 10/magic, low-light vision; AL CE; SV Fort +9, Ref +10, Will +5; Str 11, Dex 15, Con 12, Int 6, Wis 12, Cha 7.

Skills: Climb +8, Hide +12, Listen +3, Move Silently +11, Spot +3. *Feats:* Altertness, Blind-Fight, Improved Critical (claw), Multiattack, Stealthy.

Cold Aura (Ex): A frost salamander emanates such intense cold that each creature within 20 feet takes 1d8 points of cold damage per round (no saving throw). Magical effects that shield against cold work against this aura, but normal measures (such as heavy furs or insulation) do not.

Large Ice Paraelementals (2): CR 5; Large elemental (air, cold); HD 8d8+24; hp 60; Init +5; Spd 30 ft; AC 19, touch 14, flat-footed 14; Base Atk +6; Grap +12; Atk +10 melee (2d6+2 and 2d6 cold, icicle); Full Atk +10/+5 melee (2d6+2 and 2d6 cold, icicle);

Space/Reach 10 ft./10 ft.; SA chill metal; SQ air subtype, elemental traits, DR 5/—, cold subtype; AL N; SV Fort +5, Ref +11, Will +2; Str 14, Dex 21, Con 16, Int 6, Wis 11, Cha 11.

Skills: Listen +5, Spot +6. *Feats*: Combat Reflexes[B], Dodge, Mobility, Weapon Finesse (icicle).

Chill Metal (Su): The ice paraelemental's chill metal power functions like the druid spell of the same name, except that it affects everything within 15 feet. As with the spell, it takes 3 rounds for affected metal to reach the freezing stage. Once it does, it remains at that stage until the ice paraelemental takes a standard action to end the effect. The metal returns to its starting temperature 2 rounds later, just as with the spell.

Tactics: The ice creatures circle each other menacingly, but they don't attack. On the Paraelemental Plane of Ice these creatures usually leave one another alone. As a result, they attack the PCs the moment they enter the cold zone.

Developments: Starting now, the zone of cold expands at the rate of 10 feet per minute (see "Further Developments" below for details). For now, the ice creatures are effectively contained at the top of the pyramid, which makes them an easy target if the party wants to use a *fireball* to wipe them out. It won't stay that way for long though; every 5 rounds, more random ice creatures emerge from the *gate*.

Random Ice Creatures

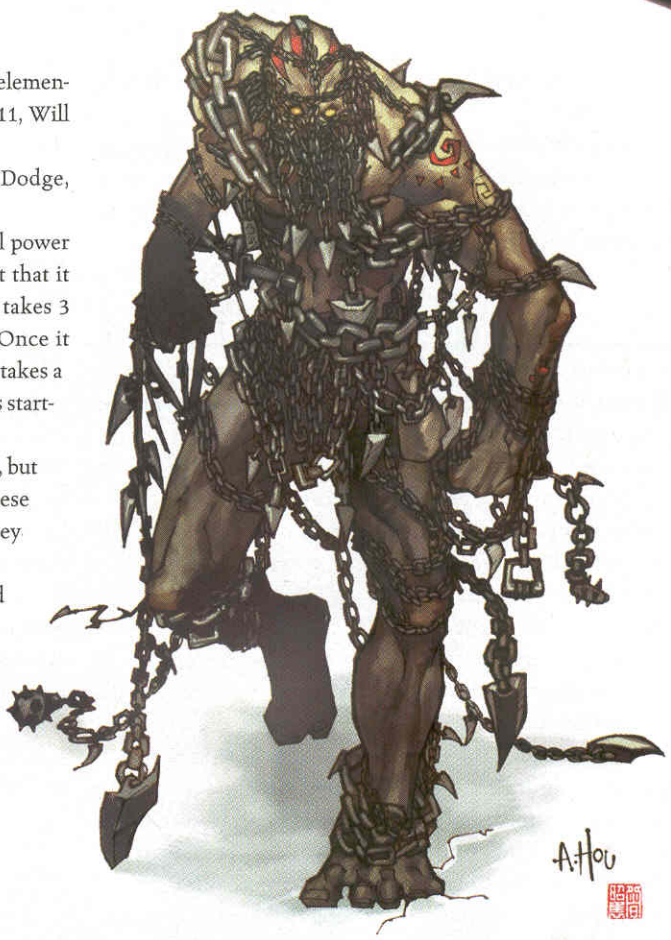
d%	Creatures
1–20	1d6+2 ice mephits
20–50	1d3+1 Medium ice paraelementals
50–75	1d2 Large ice paraelemental
75–90	1 frost salamander
90–100	1 Half-white-dragon/Half-harpy

Bear in mind that the PCs suffer damage inside the zone of cold (see the "New Magic Items" sidebar for details on the zone and the *frozen soul*). Also, the surfaces of the pyramid are covered in ice, making footing treacherous. On flat areas, an ice sheet covers the floor (see the DUNGEON MASTER'S Guide page 91). It costs 2 squares of movement to enter a square covered in the ice, the DC of Balance and Tumble checks there increases by 5, and a DC 10 Balance check is required to run or charge across an ice sheet. If a PC fails this check he falls prone. On the stairs the DC increases to 15, and on the sides of the pyramid the DC is 20. Note that the paraelementals and the frost salamander do not suffer these penalties.

20A. THE TOP OF THE PYRAMID (EL 10)

The *frozen soul* cannot be seen from below. If the PCs climb to the top of the pyramid, read the following:

> It is hellishly cold. Every breath of the frigid air seems to cut deep in your lungs. A chunky layer of frost and snow bathes the top of the pyramid. Bulging up in the middle is a chest-high mound of crystal clear ice about 4 feet thick. At the center of the freezing mass is a short stone pedestal, and sitting on top of it is a shining point of light, so intensely blue it hurts your eyes to look directly at it.



The *frozen soul* is not easy to destroy, especially given the rock-hard ice shield surrounding it. The surface of the artifact is so cold it freezes the moisture in the air, forming a formidable barrier. Two feet of solid, magically hardened ice shroud the *soul*.

The shield has a hardness of 5 and 20 hit points, and thanks to its proximity to the *soul* it has an effective fire resistance of 10 and regenerates 5 hp each round. Even if it is completely chipped or melted away, the shield reforms with 5 hit points in 1 round. Once the *frozen soul* is exposed, it can be destroyed. See the "New Magic Items" sidebar for more information on destroying and damaging the *frozen soul*.

Creature: To further complicate matters, the first time the *frozen soul* is completely exposed, its suppressed power is released in one huge burst, *gating* a much larger creature than normal.

Nine-Headed Cryohydra: hp 97; *Monster Manual* 157.

Tactics: When the mighty creature appears, it occupies nearly half the area at the top of the pyramid. Every PC and creature on top of the pyramid must make a DC 10 Balance check or be hurled off the sides of the structure. From there, they must roll another balance check (DC 20), to avoid sliding all the way to the bottom. The monster occupies the northwestern corner of the available space and any PCs or

creatures in that area are automatically thrown aside. Others are unaffected.

Development: The *gate* function of the *soul* goes dormant for the next five minutes. If the *soul* is exposed a second time nothing exceptional happens. Any heat damage done to the *soul* during the round when it is exposed destroys it completely.

CONCLUSION

The number of possible endings is huge. The most difficult challenge in running this adventure is the changing nature of the dungeon due to the expanding cold zone. The underground lair might stay as a raging volcano, it could become a barren stony dungeon, or a frozen ice cave.

To be completely successful the PCs must destroy the *frozen soul*, eliminate the Flame Mages, and destroy the kytons. If the PCs do not destroy the *frozen soul*, it eventually establishes its full zone of cold as described in the sidebar below, and the effects on the Duchy of Urnst and the nearby Bright Desert are profound. Further, as more and larger outsiders are *gated* into the caverns, they eventually escape to the surface through the *gate* in area 1. If the PCs report this information to Ellis Lorinar, eventually the Duke himself asks the party to re-enter the caverns and eliminate the menace. Depending on how he perceives the party to be responsible for the situation, the incentive he offers might be a healthy reward and the offer of a title, or the threat of imprisonment and execution for treason. In either case, the complex has changed entirely on the second foray. By now it is the home of a trio of gelugons who have set up a military outpost. After closing the *soul* in a box to control the *gate*, they are establishing a small army of paraelementals in order to claim the entire cold zone as their private domain in the World of Greyhawk.

If the PCs return to Lord Ellis Lorinar's outpost, he wants to see the Flame Mages' lair for himself to verify the mission's completion. If satisfied all threats have been dealt with, he rewards the PCs. If they first negotiated a price, he pays not a copper piece more. If the party took on the task without fixing a fee, he generously offers 6,000 gp, adding a 1,000 gp bonus if given the papers from area 7. Though he never shows it, he is deeply impressed by what the PCs have accomplished, and he speaks directly to the duke about their deeds. Duke Karll thanks the party in writing, possibly even in person if his nephew was truly pleased. There will almost certainly be an offer of future employment.

The Duke might make the PCs a double-edged offer by granting lordship over a small province near the southern Abbor-Alz Mountains. While this is definitely a prestigious and esteemed commission, the party will be hard pressed defending their new lands. Their attempts to secure their new territory puts them at odds with some powerful enemies in the Bright Desert. Lord Robilar and Rary (see this issue's Living Greyhawk *Journal*) are not the kind of neighbors most people welcome.

A lot has changed since my first adventure way *back in issue #56. One wife (Hanya is the most beautiful woman in the world), three sons (Kyler, Ryan, and Michael), two major career changes, four moves, two editions of D&D, six* Dungeon Magazine *editors, eight years, three life-changing epiphanies, and a dog. Holy mackerel, no wonder I'm tired!* Ω

FURTHER DEVELOPMENTS: FIRE VS. ICE

You can handle the expanding zone of cold two ways. One option is to keep rigorous track of time and enforce the consequences as per the table below. The other is to be more fluid and move down the table at whatever rate keeps the dramatic tension highest. The time reference points indicate time passed after the PCs enter area 1.

10 minutes: The zone of cold completely fills the main cavern in area **20**.

20 minutes: The flames throughout the entire complex fail and go out, as the core of the volcano is forever extinguished. PCs no longer take heat damage anywhere in the dungeon. Areas **3**, **6**, and **11** are inside the cold zone. If the PCs haven't encountered the Flame Mages in area **11**, they go hunting for the party once they learn of the PCs' intrusion. Tlehuek starts taking cold damage and freezes to death in 3 rounds, screaming in agony the entire time.

30 minutes: Most of the complex is inside the zone of cold. Any surviving Flame Mages flee to area **1**. Toaclet flees without freeing the kytons, but is killed by a wandering ice paraelemental. Every minute there is a 1 in 4 chance of encountering a random ice creature.

35 minutes: The entire dungeon is inside the zone of cold. A pack of wandering ice paraelementals accidentally frees the kytons, and there is a cumulative 10% chance the PCs run into them in a given area. The salamanders in area **10** flee to area **3**.

45 minutes: A gelugon (*Monster Manual* 56) steps through the *gate*.

FOREST of BLOOD

BY WIL UPCHURCH

ARTWORK BY NIKLAS JANSSEN · CARTOGRAPHY BY ROB LAZZERETTI

"Forest of Blood" is a D&D adventure suitable for four characters of 5th level. A character with wilderness skills, such as a druid or a ranger, can help the party navigate the woods safely and quickly, as well as provide assistance with the numerous encounters with animals. A charismatic or diplomatic party member, such as a bard or rogue, can help the characters gather information and secure allies in Berlingford, as well as provide invaluable assistance in unraveling the mystery of what's going on in the town.

This adventure is set in the *Forgotten Realms Campaign Setting*, but it can be adapted easily for use in any campaign world. "Forest of Blood" is set in the Silver Marches, but you can place the adventure in any frontier region where druids are known to be active.

BACKGROUND

Evil has always crept among the forests of the North. Now, with a powerful new alliance uniting the good communities of the Silver Marches, evil men plot to sow discord and violence throughout the region. Anth-Malar, a powerful Chosen of Malar and enemy of civilized Faerûn, has been tirelessly assembling the followers of the Beastlord to plot an immense assault on the region's cities and towns. Anth-Malar has named this the Furious Hunt, and has vowed not to stop until chaos and wild terror once again reign supreme in the Silver Marches.

Members of the Furious Hunt seek to corrupt as many communities as they can, converting new followers to their deity's cause. This is a prelude to their final act, which is total war against the cities of the Silver Marches—wild nature against those who stand opposed to it. Single members have been sent out across the region to enact their plots and await the word of Anth-Malar.

One such Furious Hunt member, the druid Kazok, operates in the Laednon, a small forest northeast of the Moonwood. His plot revolves around the town of Berlingford and is quite simple: turn Berlingford's citizens against the benevolent local druids known as the Council of Pines, and then subvert them to Malar's cause.

Six weeks ago, Kazok enacted the first part of his plan. He struck a deal with the Malar-worshipping werebeasts of the Moonwood, known as the People of the Black Blood, who then successfully kidnapped or destroyed the entire Council of Pines. Kazok brought one of the surviving druids of the Council, Dravin, back to his cave to use in a ritual that he believed would grant him the favor of the Beastlord. One of the evil lycanthropes, a wereboar named Remus, also stayed behind to aid Kazok. A disliked lackey amongst his people, Remus wished to assert some independence and gain the favor of his leaders. He gathered a band of rogues to aid Kazok and took up residence at an abandoned fishing cabin in the woods just north of Berlingford. Kazok has also allied with a cruel, bitter dryad named Coriander, a spiteful creature who has always lived in the region who now wishes to make war against civilization.

It was time for Kazok to unfurl the next part of his plan. He trained an entire pack of wolves to attack humans on sight and unleashed them on local woodcutters and travelers. When there were no immediate victims, Kazok had Remus and his men abduct women (preferably those of less savory reputations) from the town to use as bait. He hoped the attacks would send Berlingford into a panic, especially on the eve of the largest local festival of the year: the Spring Faire. It was also at this time that he first discovered an insidious use for a fungus that grew in plentiful quantities in and around his cave. The blacktooth fungus, as he called it, could be brewed into a thick paste that slowly drove any creature that ate it to a feral state. The acolyte he experimented on, a man by the name of Loris, was driven insane by the concoction and fled to Berlingford, where he futilely tries to warn its citizens of Kazok's plan.

A naïve woodworker named Charne served as the perfect dupe for the final part of Kazok's plan. Knowing that the druids would not be attending the Spring Faire as they had in the past, he approached Charne under the guise of a visiting druid. He told the young woodworker that the druids had selected him to sell their goods at the Faire in their absence. Being young and of no appreciable talent, Charne was easily taken in by this ruse and agreed enthusiastically. Kazok's plan was to enchant items with the scrolls of *ironwood* that he recently acquired, knowing that within days the incredibly durable tools and weapons would break into splinters. He hoped this would be the final nail in the coffin of the druids' reputation, and the city would be yearning for a savior from the savage beasts that had been terrorizing their town.

As the present day approaches, several variances have arisen in Kazok's plan. His wolves have been under attack by another pack, although their leader and motives are unknown. Kazok has ordered Remus and his band to round up all the wolves they can find in expectation of stopping the attacks. They have rounded up several wolves, but they have been unsuccessful in stopping the attacks. With Kazok's discovery of the blacktooth

fungus, he has decided to make the captured druid Dravin his feral slave rather than a sacrifice. He has chosen Shella, a local acolyte of Silvanus, as his sacrifice instead. He plans to stage her capture as an elaborate hunt to venerate Malar and make further use of his patsy, Charne. It is at this point that the PCs come to town...

ADVENTURE SUMMARY

The characters begin at the Berlingford Spring Faire, where they help fight off a pack of wild dogs that attacks the revelers. After asking around a bit, they gather that animal attacks have increased in the last few weeks and that some residents of Berlingford blame the absence of the druids for this calamity. The party can also speak to friends of the druids and gather additional clues. In return for their excellent showing against the wolves, a local innkeeper named Baeran invites the PCs to enjoy his hospitality for the remainder of the faire. While in the inn that evening, they witness the aftermath of a terrible crime.

Upon investigating the crime, the PCs uncover the presence of a druid named Kazok. They also discover clues leading them to a cabin along the river that flows through the forest to the north. After an ambush confirms these clues, the PCs track a group of rogues to their forest hideout. Along the way, they meet up with the *awakened* animal companion of a druid named Dravin, who asks them to help him free a group of wolves who have been captured by the rogues.

After confronting the rogues and possibly releasing the wolves, the PCs track the lead rogue to his master's cave. There they encounter Kazok's minions before finally confronting the evil druid himself. They also find Dravin, sick and nearly dead, who can fill in the missing pieces to the puzzle and possibly lead them to new adventures.

FOR THE PLAYERS

This adventure can begin in a number of ways, including one of the following hooks:

- While in Silverymoon, the characters are contacted by a member of the Knights Errant (*Silver Marches* 112). The group wants the PCs to investigate reports of increased lycanthrope activity northeast of the Moonwood, fearing some plot brewing at the behest of the People of the Black Blood.
- The PCs have just finished an adventure and are looking for a place to rest, recuperate, and sell their loot. The Berlingford Spring Faire seems like just the place to do all three.
- One of the missing girls from Berlingford is a relative of one of the characters, and her family has contacted the character to implore him to investigate her disappearance.

PART 1: BERLINGFORD SPRING FAIRE

> Berlingford is finally awakening with the end of winter. The ice and snow have melted away and the greens of spring cover the landscape in a welcome embrace. The town itself is abuzz with activity. A pair of sentries stand guard at the town's entrance. Rows of shops and houses line the street before you, but most seem to be closed. A great deal of activity dominates the center of town, where a small man with a painted face is walking on stilts, just visible over some rooftops. It seems the Spring Faire has begun.

The people of Berlingford are very excited and nervous. Spring is upon them and with it the Faire, but the strange attacks in the forest and absence of the druids have everyone a little on edge. Gossips are having the time of their lives, and information, reliable or not, is easy to come by. Commerce has not been affected by the rumors, however, and the merchants do a bustling business.

Most shops and residences remain closed during the day, their patrons and customers busy with festivities related to the Spring Faire. The occasional shopkeeper keeps a small shop open during the Faire; these are good places to get information away from the bustle and gossip of the town square. Children play in the empty lanes, and rogues of all types prowl the alleys, looking for the occasional straggler or lost stranger to relieve of his money and perhaps his life.

At night, most of the action relocates to the inns and taverns of the village, most notably the Boar's Head Inn, which sits directly off the main square. The owner, Baeran Bigmil, runs nearly all of the food and drink carts at the Faire, so the place is well advertised.

Despite the recent animal attacks both within and outside the city, the guards (LN human War1) are generally congenial

Berlingford (small town): Conventional; AL NG; 800 gp limit*; Assets 72,000 gp; Population 1,800 adults; Isolated (Human 96%, Halfling 2%, Half-elf 1%; Other 1%).

Authority Figures: Mayor Garrik Delros, male human Ari7/Rgr2.

Important Characters: Alvin Hartston, human male Ari8 (patriarch of richest local noble family); Baeran Bigmil, male human Com6 (proprietor of the Boar's Head tavern); Charne the woodworker, male human Exp1; Lariya the Witch, female elf Sor3/Dru5, Loris, male human Drd1 (feral street preacher); Renaldo the blacksmith, male human Rng7/Exp2; Vellana Hartston, female human Ari4 (bedridden daughter of local nobility).

Visitors: During the Spring Faire, revelers and merchants come from miles around. These additional visitors can add 1,000 or more to the town's total population at the height of the faire, and all manner of classes and races are represented.

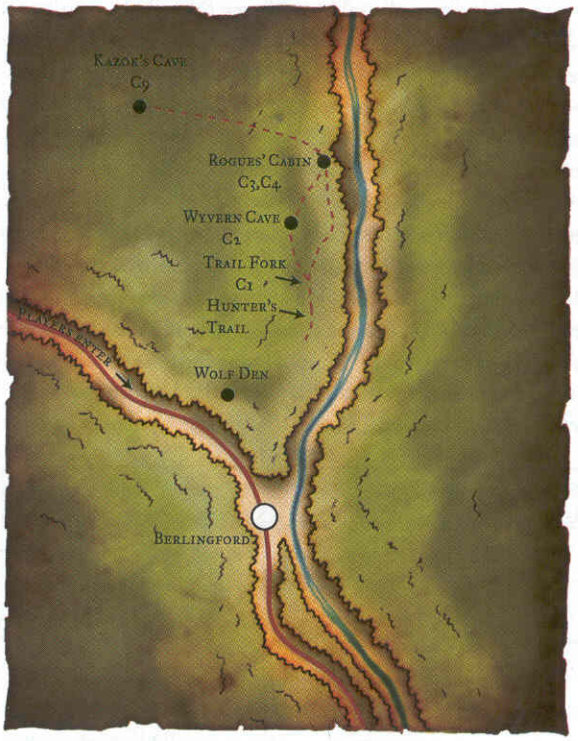
*During the Spring Faire, Berlingford's gp limit increases to 1,200 gp. The town's assets increase to 108,000 gp.

toward travelers and visitors since the city benefits greatly from the commerce and traffic the faire brings. If any of the PCs have large animal companions, however, they are treated with suspicion. The sentries stop such characters and ask them to leave. The guards both have initial attitudes of indifferent (see *Player's Handbook* 72). If their attitudes can be adjusted to friendly, they'll allow the character into town but demand that the large animal companion remain outside the city where the guards can keep an eye on it. If their attitude is changed to helpful, they'll let the animal companion into town, as long as it is accompanied at all times by its master. In any case, characters with dangerous animal companions are viewed with suspicion or outright fear by many of the townsfolk. The animal's master gains a +2 circumstance bonus on all Intimidate checks in town, but also gains a –2 circumstance penalty on Diplomacy and Gather Information checks while in town.

By midday, the crowds in town really start to get enormous. Street performers of all kinds can be found among the shoppers and merchants. Children get their faces painted while their mothers browse the wares of traveling merchants from as far away as Athkatla. A wizened old storyteller sits on a box by the town well and entertains. Different stands sell drinks and food. Most operate under a sign depicting the head of a wild boar.

People gossip freely around the square, and PCs who take the time should be able to easily get up to speed on local events. A Gather Information check (DC 10) nets one rumor for every hour spent listening around (see the "Rumors in Berlingford" sidebar, p. 42). The same rumors can be overheard at the Boar's Head Inn at night.

As the characters wander about the Spring Faire, they can experience any or all of the following encounters. You can generate further encounters using these as a guideline.



CHARNE'S BOOTH

A disappointed groan rises from a crowd up ahead. People begin moving away from an empty table where a man seems to be apologizing to as many would-be customers as he can. "I'm sorry, folks, there will be more tomorrow. I promise you that! The next batch is nearly ready to go, as good as the druids ever made!"

SCALING THE ADVENTURE

"Forest of Blood" is designed for a party of four 5th-level PCs. Here are a few ways to modify the adventure for different levels of play:

1st–2nd level PCs: PCs of this level will have trouble dealing with most of the encounters in this adventure, and the DM should be wary of running them through without significant aid. Kazok's level should be dropped to 5th. Take away his scrolls of *spike growth* and have him use one of his 3rd-level spells to cast it on the cavern's entrance. The *scimitar of fear* should be discarded in favor of a *+1 scimitar*. Reduce the number of blink dogs outside the cave to one and make it Medium size. Drop the number of wolves that attack the town to three, making them Medium as well. The Brothers Rafe attack the PCs without their thug companions, and Remus and the boars should be taken out of the adventure altogether.

3rd–4th level PCs: Decrease the number of creatures encountered in all encounters by 1–2 per creature type, and drop Kazok to 5th level as outlined above. Reduce the blink dogs to Medium, and omit the wyvern altogether. Drop Remus to 2nd level and have him fight only as a human, turning into a boar only to escape.

6th–7th level PCs: Run the adventure as written, but increase the number of rogues in both bands by two and add one level to all named NPCs. Give each rogue at Remus' cabin a quiver of 20 *+1 arrows*. Have a meddling earth mephit harass the PCs in the minotaur's maze, casting *soften earth and stone* to hinder the PCs and then blasting them with its breath weapon. Note also that at 7th level, spellcasters gain access to powerful divination spells that can strip away the mysteries encountered in this adventure much more quickly. If characters use spells like *discern lies*, *divination*, *locate creature*, and *scry*, though, you should allow them to work normally; such techniques can completely replace the less efficient methods of using skills like Diplomacy and Gather Information to find out what's going on in town.

8th–9th level PCs: As above, but add an additional level to all NPCs and add two additional boars at the cabin; one of the boars should be a dire boar. Give Kazok two 3rd-level druid minions that harry the PCs at the cave's entrance as they are attacked by the blink dogs. Add 3 levels of ranger or fighter to the minotaur, and two more Large feral blink dogs.

Remember to adjust treasure values appropriately.

The man behind the table is Charne (N male human Exp1, Craft [woodworking] +5), a local woodworker who sells wooden items with the strength of steel. He is a very charming, good looking young man, and he does his best to talk to and get to know any female party members. His skill at woodworking is merely passable, but the addition of Kazok's *ironwood* spells makes his products much more impressive. He cheerfully talks about his wares, and if the characters express any interest he invites them back the next morning for a demonstration of their strength and quality. He truly believes the druids are giving him a great opportunity, and knows nothing of Kazok's plot. He does not reveal the name of his source at this time for fear of losing the business.

STREET PREACHER

A scattered group of townsfolk has gathered around a ragged old man. He waves about his arms and yells loudly.

"Nature's allies turn against you and the woods are creeping ever closer. The weeping caverns are forgetful! It's cold and wet here...."

The obviously insane man ignores any attempts to speak with him. He continues his rant from dawn to dusk, whether anyone listens or not. His mind has been all but destroyed by blacktooth fungus, and the means for his cure (a *greater restoration*, *heal*, *limited wish*, *miracle*, or *wish* spell) are likely beyond the reach of the characters (or anyone in Berlingford, for that matter).

This man, a former acolyte of Kazok's named Loris (CN male human Drd1), displeased the elder priest and subsequently became the first test subject for the blacktooth fungus. Loris's animal companion fled some time ago and his Wisdom has been reduced to 3, preventing him from casting druid spells. A successful Spot check (DC 13) reveals the telling black teeth of a victim of the fungal treatment. Hidden in the folds of his tattered clothes is a stained glass holy symbol of Malar.

LARIYA THE WITCH

A wrinkled old woman sits on a rickety three-legged stool, her long strands of wispy, silver hair blowing in every direction. She says nothing as customers browse the pouches of herbs and strangely labeled bottles on the tables before her. The words "Lariya's Curiosities" are painted on a crude wooden sign behind her.

Lariya (CG female elf Sor3/Dru5, Craft [alchemy] +13 and Profession [herbalist] +10) is a half-elven witch who lives alone in the woods near Berlingford. She has always been embarrassed by her heritage and chose life as a recluse long ago. Her skills as an herbalist and alchemist are well known around Berlingford and she is well liked by most, if still viewed with a little suspicion. She is also a useful source of information about the local druids, and trades information with Renaldo at every opportunity.

Aside from mundane items such as clay jugs, flasks, and non-precious jewelry, she also sells alchemical items and magic potions. As a general rule, she has available for sale 1d6 each of any alchemical item or potion worth up to 100 gp. If the PCs wish to purchase an item worth more than 100 gp but less than 300 gp, there's a 20% chance she has one of that item in stock; she doesn't have anything worth more than 300 gp available.

When she first meets the players, Lariya begins the encounter with an indifferent attitude. She reveals the following information if her attitude is adjusted to friendly or helpful, depending on the results of Diplomacy or Intimidate checks.

Friendly: "It is too bad the druids didn't come this year, I always enjoy trading with them and hearing news of the forest. As for those wild animals, well, they haven't attacked me at my forest home, and their attacks seem concentrated around the edge of the city."

Helpful: "The Council of the Pines hasn't made themselves known to me for several weeks. Perhaps the blacksmith Renaldo knows the reason for their disappearance." (If the characters agree to investigate the druids' disappearance, Lariya offers them two *potions of cure light wounds* for free as thanks.)

RENALDO THE BLACKSMITH

A hanging wooden sign depicting a muscular arm wielding a hammer and underlined by a sword swings idly from a ceiling beam in this open-air forge.

Renaldo (NG male human Rgr7/Exp2, Craft [armorsmihing] +15 and Craft [weaponsmithing] +18) is an imposing figure to even the most experienced adventurers. He is quite tall and very muscular; his bald head gleams in the bright spring sun. He wears heavy pants and no shirt, though a brown leather apron covers most of his bear-like frame. He speaks in an even, serious manner and does not display much levity or concern for idle chitchat. While he doesn't waste words, he isn't terse or rude to those who approach him.

A retired defender of the town, Renaldo had much cause to work with the druids of the Council of the Pines. Since his retirement he has provided the druids with a valuable source of information, and he is quite concerned at their wholesale disappearance.

Renaldo is a very capable blacksmith and happily takes care of any repairs or custom work the PCs request. He also can be coerced out of the following information with a successful Diplomacy or Intimidate check (add a +2 circumstance bonus on any Diplomacy check if the character has requested smithing services from Renaldo). His initial attitude is indifferent.

Friendly: "The faire just isn't the same without the druids here. It cheers the people to know that they have allies in the

forest. Rumors that the Council of Pines has abandoned the city are patently false. Nevertheless, banditry and beasts have harried those coming to the faire in recent weeks. Without the strong presence of the druids in the forest, it has likely become a haven for such enemies."

Helpful: "I heard the Council was investigating rumors of lycanthropes in the area. I haven't been able to talk to them about it, but the attacks on travelers along the road and bodies being found at the edge of the forest certainly point to something strange in the wilderness."

Renaldo left the adventuring life behind long ago, and while he might idly entertain an invitation by the PCs to actively aid them in finding out what happened to the local druids, he ultimately chooses to remain here in town at his forge.

EVENT #1: PANIC IN THE STREETS! (EL 6)

Give the PCs a chance to look around the Spring Faire and interact with the citizens and guests of Berlingford. Once they have had a chance to do so, or if they seem to be getting bored or off track, run this event.

> Suddenly, people begin screaming from all over the square and begin running in all directions as a group of large feral wolves tears into the marketplace!

This wolf attack is part of Kazok's endgame strategy. He figures that if the peace is broken and the druids are unable to protect the city, the townsfolk will become more receptive to the teachings of Malar. He leads the wolves to the edge of town while the citizens are distracted by the faire, unleashes them, then wild shapes into a hawk to watch the mayhem from afar.

Creatures: The four large, ferocious wolves were raised and trained by Kazok with the sole purpose of becoming feral maneaters. The wolves race into the heart of town and immediately begin attacking anyone they see; place the initial attack fairly close to the characters so they'll have a chance to help defend the town. If the characters seem to be having a tough time dealing with the four wolves, a number of town guards arrive on the scene to aid them.

Large Wolves (4): CR 2; Large Animal (8 ft. long , 5 ft. tall); HD 5d8+20; hp 42 each; Init +2 (Dex); Spd 50 ft.; AC 14 (touch 10, flat-footed 13); Base Atk +3; Grp +12; Atk/Full Atk +8 melee (1d8+7 bite); Space/Reach 10 ft./5 ft.; SA trip; SQ low-light vision, scent; AL N; SV Fort +8, Ref +5, Will +2; Str 21, Dex 13, Con 19, Int 2, Wis 12, Cha 6.

Skills: Hide –3, Listen +5, Move Silently +1, Spot +5, Survival +1*. *Feats:* Toughness, Track[B], Weapon Focus (bite).

SA—Trip (Ex): If the wolf hits with its bite attack it may attempt to trip its opponent as a free action. The trip attempt does not provoke an attack of opportunity, and if the trip attempt fails the opponent may not react to trip the wolf.

* Wolves receive a +4 racial bonus to Survival checks when tracking by scent.

Town Guards, Male and Female Human War1: CR 1/2; medium humanoid (human); HD 1d8+1; hp 8 each; Init +0; Spd 30 ft.; AC 14, touch 10, flat-footed 14; Base Atk +1; Grp +2; Atk/Full Atk +2 melee (1d8+1, longsword) or +1 ranged (1d8, light crossbow); SA —; SQ—; AL LN; SV Fort +3, Ref +0, Will –1; Str 13, Dex 11, Con 12, Int 10, Wis 8, Cha 8.

Skills: Intimidate +3, Jump +5, Listen +1, Ride +4, Spot +1. *Feats:* Alertness, Toughness.

Possessions: Longsword, light crossbow, 20 bolts, chain shirt.

Tactics: The wolves are just rampaging, so if they aren't engaged by the PCs they run through the crowd and attack random townsfolk. One commoner goes down every round the PCs leave a wolf unengaged. If the characters avoid fighting the wolves, a group of several town guards arrives within 6 rounds to fight them off. If the PCs do not aid the guards, assume two of them die before Baeran and Renaldo jump in and kill the remaining wolves.

Development: Baeran the innkeeper and Renaldo should arrive on the scene just as the player characters finish off the last wolf, at which point they approach the PCs and thank them for their help. Baeran introduces himself as the proprietor of the Boar's Head Inn and offers to let the PCs room there for free for the duration of the Faire (4 days).

If any of the wolves are captured and interrogated with *speak with animals*, they remain singularly feral and hateful. Their initial attitude is hostile, but if their attitude can be adjusted to friendly they agree to return to the wilds and avoid the town in the future. If they become helpful, they admit that their "pack leader" is a man; although they do not know his name, they can provide a description of Kazok.

IRONWOOD GOODS

Charne has no idea that the goods he is selling are destined to become normal wooden goods 11 days after they were made, but it is quite possible that clever PCs can figure out the ruse. A character who examines one of his products and makes a Spellcraft check (DC 26) recognizes the *ironwood* magic for what it is. If they confront Charne with this knowledge, he claims that they're lying and asks for proof. Until the spell's duration runs out, convincing him of the truth should be difficult. Even if the characters manage to *dispel* the *ironwood* effect (the scrolls Kazok used were at caster level 11), he still refuses to believe it, instead accusing the characters of somehow magically tampering with the wood. Only with the eventual mass failure of his items does he realize the dupe he has been.

The townsfolk are similarly resistant to claims of fraud, and if the characters are insistent, either Renaldo the blacksmith or Lariya the Witch (see below) pays them a visit and tries to get them to quietly investigate the mystery instead of riling up the already tense and frazzled townsfolk.

Their den is a few miles north of town; Kazok trained them and kept them there and thus the wolves don't know the location of his true lair.

It's possible to track the wolves' approach with a successful Survival check (DC 13) made by someone with the Track feat. Doing so brings the tracker to the edge of town, where a set of human footprints join the wolves. These tracks can be followed north to the wolf den (Survival check DC 13), but the human prints seem to vanish at both ends of this trail (since Kazok usually flies to the den in hawk form, and left the wolves by the same method).

Kazok himself watches the battle from high above in the form of a hawk. He really doesn't care how the battle turns out, since its purpose is merely to show the citizens that the local druids have abandoned them, and returns to his lair once the wolves are slain, taking no particular note of who managed to slay them unless the characters manage to do so with great efficiency and speed.

BOAR'S HEAD INN

The Boar's Head Inn is a well-lit place with a friendly atmosphere. Baeran, the innkeeper, makes sure that his generally competent staff treats all guests like old friends, but he has little patience with troublemakers. If the PCs arrive at the inn during the day, they find it all but deserted. If they arrive in the evening or later, they find the place to be much busier.

> The common room bursts with activity and sound. There are so many conversations happening it is impossible to pick out any one of them. A group of bards plays lively music off in the corner. Barmaids press their way through the mass of people, delivering hearty platters of food and full tankards of ale and other spirits.

Unless the PCs are here as Baeran's guests, they'll have to wait for at least ten minutes before a table opens up for them. If Baeran invited the PCs here after they fought off the wolves earlier in the day, the burly proprietor clears a table and announces them as guests of honor. Scattered cheers and applause greet the PCs at his pronouncement and then the loud conversation and music continues. At this time, an agent of a local werebear rogue named Remus slips out to alert the Brothers Rafe (see below), who in turn send a man to Remus's cabin to alert him to the presence of "new heroes in town."

A successful Spot check (DC 12) allows a character to notice Charne the woodworker sitting at a table with several attractive young women. He seems to have them fully engaged in conversation, occasionally flashing one a wide grin. The giggling women seem to vie for his attention.

PCs looking for a barfight won't find one here. Baeran doesn't tolerate any mischief in his inn, and quickly and forcefully shows offenders to the door. PCs who violate Baeran's hospitality are politely asked to leave.

The PCs can hear the same rumors here that they heard in the town square with successful Gather Information checks (DC 10). See the "Rumors in Berlingford" sidebar for more details. Due to the proximity of the tavern-goers and tongues freed by spirits and ale, the PCs can make Gather Information checks once every 30 minutes instead of every hour.

PART 2: BERLINGFORD AFTER DARK

When night falls in Berlingford, all the activity moves inside. Things were not always so, but with the recent attacks and abductions, the people prefer to be safely locked away in their homes. Guards patrol the main roads, but rarely venture into the alleys and back streets of the town. Most of their attention during the faire is focused on the town square, to assure that no mischief occurs while everyone is away from their wares.

RUMORS IN BERLINGFORD

1. A "night stalker" is preying upon women of ill repute in the town. The only reason all the prostitutes haven't left is because the Spring Faire is such a lucrative time for them. (Somewhat true)
2. The Council of Pines usually sends delegates to the Spring Faire to sell herbs and small items, but this year they have not come. (True)
3. A young woodworker who has just come out of apprenticeship is selling finely crafted, hard-as-steel wooden items. He can't keep his table full, and replaces the items daily. (True; if the characters haven't noticed Charne yet, their informant can point him out as the woodworker in question.)
4. Packs of wild dogs and wolves have been attacking woodsmen and children in the forest recently, though none have been seen near the city. (True)
5. The murdered women have all been found at the edge of the forest covered in savage bite and claw marks, their mouths stuffed with mistletoe. (True)
6. Vellana Hartston, daughter of Berlingford's richest family, was savagely murdered by the "night stalker" a week ago. (Untrue; she has actually been bedridden with a fever)
7. A group of thugs is capturing wild boars and using them to intimidate travelers along the main road. (Somewhat true)
8. A magical disease is infecting the children of the town, causing them to jump around and talk a lot. It has also caused their attention spans to be severely shortened and for them to enjoy simple, repetitive activities over complex ones. (Untrue; kids are kids)
9. The druids are causing the animal attacks to punish the city for some unknown offense. (Untrue; that's what Kazok wants them to think, though, so his plan is working.)
10. A demon has been possessing local animals, causing them to attack their owners and others. (Untrue)

EVENT #2: CHARNE LEAVES

At some point in the evening, after the characters have had time to explore the tavern, read the following to any PC who is specifically watching Charne or the front door (if the PCs have not met Charne, merely describe him as a plainly dressed, good-looking young man):

> You see Charne making his way to the door of the inn with two attractive ladies in tow. One of them is a very buxom blonde wearing colorless robes, possibly an acolyte at one of the town's temples. The other is a fiery redhead whose loud, rude speech seems an extreme counterpoint to the other woman's demure demeanor. The rest of his companions look disappointed, drinking their drinks and looking at each other awkwardly.

If they speak to a barmaid or to Baeran, the PCs discover that the redhead who left with Charne is Lucinda, a barmaid at the Boar's Head who was enjoying her night off. The other woman, Shella, is an acolyte of Silvanus who tends the god's shrine just outside of town. She's never been to the tavern before, and Baeran only knows her by sight.

Shella is under the influence of a *charm person* spell, cast by Kazok's dryad ally Coriander earlier in the day to entice her into seeking out Charne. His plan is to kidnap Shella and sacrifice her in a bloody ritual to venerate Malar. The rite demands the sacrifice be successfully hunted, so Kazok developed this elaborate scheme to fulfill that requirement. Kazok believes that sacrificing a priest of Silvanus should finally allow him to call forth a Beast of Malar, a bloodthirsty shapechanging hunter, to help bring the town under his control.

PCs who attempt to follow Charne and his companions have a difficult time unless they begin shadowing the woodworker right away. Once the trio makes a few turns allong the town's narrow, winding streets, only a successful Survival check (DC 25 over the hard ground of the city alleyways and through the moonless night) made by someone with the Track feat allows the character to continue following them. Should any character successfully tail them, he sees the Brothers Rafe and their gang ambush the amorous trio at a circular conflux of alleys. This encounter is likely to be too much for a single PC to handle, and if a character tries, it could prove deadly. If the DM wishes to be lenient on heroic PCs, a good samaritan or members of the town guard could arrive in time to save the unconscious character before he actually dies.

EVENT #3: A KILLER AMONG US

This event takes place about an hour after Charne leaves with his two companions. The crowd at the Boar's Head has thinned significantly. If the PCs are still in the common room they see the redheaded woman who left with Charne earlier in the evening come bursting through the door of the inn. Tears stream down her dirt- and blood-splattered face. She makes her way quickly to the back of the inn, where she disappears behind the kitchen door.

PCs who have retired for the evening hear the crying barmaid burst through the common room with a successful Listen check (DC 10). Baeren seeks them out a few moments later.

After a few minutes Baeran asks the PCs to come hear the girl's story and offers them a reward to find her attackers. Lucinda can offer the following information:

- The three left the inn to go to Charne's house, where he said he had gifts for the two girls.
- They were walking down a side road when several cloaked men attacked them.
- Charne and the other girl, Shella, were dragged off into an alley.
- Lucinda managed to escape by running away after biting the hand of a man who was choking her.

Baeran offers the party 50 gp each to find the attackers. He also notes that the town has a standing bounty of 25 gp per head on brigands and thieves. If they still seem reluctant, he offers them his battleaxe "Reaver" (a *+1 battleaxe*) as more incentive. Baeran is very disappointed in them if they take his axe, however, and does not treat them as friends thereafter. Baeran suggests they try to find clues at the alleyway near Charne's home and gives them directions to it if need be.

KEYED ENCOUNTERS (AREAS B1-B3)

The following encounters detail key locations in Berlingford, including spots of likely investigation and an encounter with the mischievous and deadly Brothers Rafe.

B1. THE ALLEYWAY

This alley is nestled between several buildings on the southern end of town. A relatively easy Search check (DC 12) reveals signs of a struggle in the area: fresh blood and ripped pieces of cloth. A more thorough Search (DC 18) reveals scuffmarks of orange clay on the ground. This is river clay from the bandits' hideout in the forest. A PC who makes a Knowledge (local) check (DC 14) or Survival check (DC 20) knows that this clay is found near the river, but may need more information to pinpoint the thieves' hideout. Many of the townsfolk, including Charne, can give the PCs this information if they can't figure it out on their own.

B2. CHARNE'S HOUSE

Charne is truly an unwitting dupe in this whole affair. He only left his apprenticeship last year and has barely been able to eke out a living as a woodcutter since. When Kazok approached him two weeks ago with the offer of "stout and sturdy druidic items," Charne blessed Tymora for his luck. With the absence of the druids at the faire, his items have been selling briskly and he has trouble keeping them in stock. Each time he needs more, a messenger brings him bags full of the exquisitely crafted items.

The PCs can make Spot checks (opposed by a Hide check of +5) to notice a shadowy figure slipping off down an alleyway as they approach Charne's home. This is one of the ruffians from area **B3** tracking the PCs. He is on his way back to the Brothers Rafe to report.

The PCs find Charne busy bringing several bags into his home. One of them lays open on a workbench just inside the door, and several items made of wood spill out onto the table. A Spellcraft check (DC 26) allows a character to identify the effects of the *ironwood* spell on the items. Fearing another attack, Charne panics at the sight of the PCs and attempts to lock his door before they get to him.

If the PCs are friendly and try to calm him down, he tells them that he tried to defend the ladies but was overwhelmed by several of the assailants. He seems more concerned with deflecting blame from himself than the fate of the women he was escorting; his initial attitude is indifferent. He bears some minor cuts and bruises, and is in fact telling the truth about the attack. Charne has the following information that may be of use to the characters, and gives it up if his attitude is changed to at least friendly:

Lucinda: "A fine strumpet, that one. I've enjoyed her company before. She's nothing more than a good diversion on nights when things are slow."

Shella: "Yeah, she was certainly a nice girl, and a looker too. I only wish those bastards hadn't interrupted our...stroll. I've never seen her around the Boar's Head before. I figured she was in town for the faire and could use a nice tour guide, if you know what I mean."

The Druids: "I hadn't ever spoken to one before two weeks ago. That was when one of them came and offered to let me sell their goods at the faire this year. Now I find bags of various products left at my door whenever I run out. I'm not sure how he knows when I need more, but business is good so I don't ask questions. Every few days a man named Darrus visits me and I give him half the take. Must live down by the river by the orange clay and muddy prints he leaves on my floor every time. I tell ya, I wish the faire wasn't ending, I'm bringing in a lot of gold."

The Bandits: "Why would I know anything about that? All I know is it hasn't hurt business any."

The Animal Attacks: "Animal gives me any trouble, I whack it with my axe. They haven't bothered me any."

B3. FIGHT IN THE ALLEY (EL 6)

This encounter should take place after the PCs have a chance to investigate the alleyway and interrogate Charne. Anyone who succeeds at a Spot check (opposed by the bandits' Hide checks) notices the thugs just before they attack and is able to act in the surprise round.

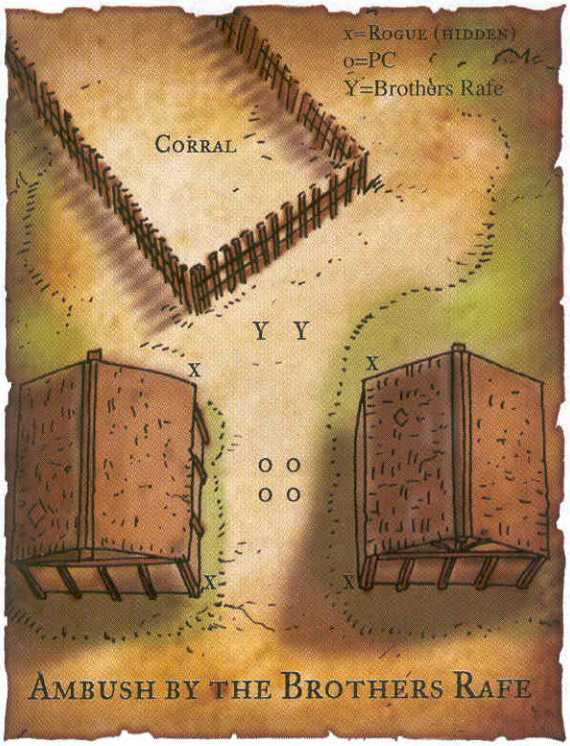
Creatures: This group of rogues is affiliated with Remus's band. Led by the Brothers Rafe, a pair of flamboyant twins, they keep tabs on Charne the woodworker and attempt to silence anyone who investigates the recent abductions. They have decided to have some fun tonight at the PCs' expense.

CORIANDER THE DRYAD

If the characters travel off the trail and into the woods for any measurable distance, they may stumble into Coriander's realm. Coriander is a neutral evil dryad who succumbed to Malar's taint over a hundred years ago; since then, she's remained one of the Beastlord's agents in the Berlingford area, watching and waiting for an opportunity to further his desires. Her presence in the area has long been suspected by the local druids, but until Kazok made contact with her she maintained a very low profile. She has assisted Kazok's plans several times, most recently in charming Shella and convincing her to seek out Charne.

Coriander is limited to a 300-yard radius around her bonded oak, an unassuming 40-foot-tall tree. If the characters stumble into her realm, she tries to *charm* one of them without exposing her presence to the others. If confronted, she uses *tree stride* to escape; Coriander has little interest in physical combat.

Coriander: hp 14; AL NE; *Monster Manual* 90.



Ambush by the Brothers Rafe

Ordalon and Garial Rafe, Male Humans Rog1/Ftr2: CR 3; Medium humanoid (human); HD 1d6+2d10; hp 17 each; Init +7; Spd 30 ft.; AC 16 (touch 13, flat-footed 13); Base Atk +2; Grp +3; Atk/Full Atk +6 melee (1d6+1/18–20, rapier) or +1 ranged (1d4/19–20, hand crossbow); SA sneak attack +1d6; SQ —; AL CN; SV Fort +3, Ref +5, Will +0; Str 12, Dex 17, Con 11, Int 14, Wis 11, Cha 12.

Skills: Bluff +5, Climb +6, Escape Artist +5, Forgery +5, Gather Information +5, Hide +7, Intimidate +3, Jump +5, Listen +4, Move Silently +7, Search +6, Sense Motive +4, Spot +4, Tumble +7; *Feats*: Dodge, Combat Expertise, Improved Initiative, Mobility, Weapon Finesse.

Possessions: Masterwork studded leather, masterwork rapier, silver dagger, hand crossbow, 10 silver bolts (hand), 60 gp, 1 opal (35 gp), *elixir of sneaking* (Ordalon only).

Berl, Kurt, Lars, and Tor, Male Humans Rog1 (4): CR 1; Medium humanoid (human); HD 1d6+5; hp 8 each; Init: +2; Spd 30 ft.; AC 15 (touch 12, flat-footed 13); Base Atk +0; Grp +1; Atk/Full Atk +1 melee (1d6+1, club) or +2 ranged (1d4+1, dart); SA sneak attack +1d6; SQ —; AL CN; SV Fort +2, Ref +4, Will +0; Str 13, Dex 14, Con 14, Int 10, Wis 11, Cha 10.

Skills: Bluff +3, Escape Artist +2, Gather Information +2, Hide +5, Intimidate +4, Listen +4, Move Silently +5, Search +4, Sense Motive +3, Sleight of Hand +5, Spot +3; *Feats*: Improved Unarmed Strike, Toughness.

Possessions: Studded leather, 5 darts, club, 12 sp.

Tactics: The band of ruffians attacks the PCs as they emerge from an alleyway. Two are positioned near the rear of the party, two near the front. The Brothers Rafe emerge in the open area outside the alleyway and begin taunting the PCs. The ruffians start the combat by throwing darts at the PCs, while the Brothers Rafe attempt to impress the PCs with flashy techniques (utilizing Combat Expertise) in the first round of combat. They always work together and attempt to flank a single opponent whenever possible. The rogues are just out for a good time and don't wish to die, so if the fight goes against them they do not hesitate to run away or trade (mis)information for their lives.

Development: A Search check (DC 10) reveals traces of a thick, orange clay on the boots of these men. A Gather Information check (DC 10) comes up with someone who can identify this as river clay similar to what Charne mentioned. This should convince the PCs to go check out the rogues' cabin. A successful Intimidate check against any of the rogues convinces them to tell the PCs of an old hunter's trail that leads them there. Otherwise, Renaldo or Lariya can tell them of the trail.

If any of the rogues escape the battle alive, they return to the Remus' cabin to report. It is possible for the PCs to track the rogue back to the hideout, although this is made significantly more difficult by the fact that it takes place at night (Survival check DC 21).

PART 3. INTO THE LAEDNON

Once the characters gather the necessary information in town they should set out into the forest in search of the rogues' hideout. Although the cabin is somewhat near the river, the easiest way to get there is to follow an old hunter's trail. None of the encounters on the trail are necessary for the completion of the module, but if the characters choose to approach the cabin from a different route it should be a simple matter to rework the following encounters to take place off the beaten path.

EVENT #4: HAPLESS VICTIM (EL 1)

Not long after the PCs start the journey toward the cabin, have them make Listen checks (DC 15). A success indicates that they hear feeble cries for help from the nearby undergrowth.

Creature: If the PCs investigate, they find a dying man, savaged by claw and bite marks, lying next to the body of a dead wolf. This is one of Remus' rogues, a man named Darrus. He was sent out to find two escaped wolves and bring them back to their hideout. Unfortunately for him, he found them.

If a PC approaches him, the man stirs and mumbles out a short sentence. "C-c-captain Remus, izzat you? I wasn't able to collar them....one ran into the woods..." The strain of speaking then causes the man to pass out.

Darrus, Male Human Rog1: hp 8 (currently –8); other statistics identical to the ruffians detailed in area **B3** above.

Treasure: In one hand, Darrus holds his short sword and in the other a *collar of animal control*. At his side is a leather pouch containing 37 gp.

Development: Darrus has stabilized at –8 hit points, but his struggles as he heard the PCs pass by opened his wounds and he immediately began dying, losing one hit point every round

until he is dead. If the PCs can save him, he is quite grateful and can provide them with a wealth of information, not least of which the safest route to the cabin through the traps. He refuses to return to the cabin, though, and would rather cut his losses at this point and flee the region.

EVENT #5: FELINAL (EL 6)

A few minutes after the PCs discover Darrus, they draw the attention of the pack of wolves that Darrus recently tried to capture, who lurk nearby. These wolves are led by an *awakened* wolf named Felinal.

Creatures: Felinal and the wolves growl threateningly if the PCs visibly carry the *collar of animal control*. If not, and if Darrus has died, they cautiously approach and start to drag the body into the forest for later consumption. If the PCs are still in the area and seem to be friendly, Felinal communicates with them to find out their intentions; he can speak both Common and Sylvan. His initial attitude is unfriendly, but if the PCs can prove to him that they are here to fight against Remus and the bandits they gain a +4 circumstance bonus on Diplomacy checks to adjust his attitude. If the PCs are able to adjust his attitude to at least friendly, he tries to enlist their help in rescuing the other wolves that Remus has at his cabin. If the PCs manage to improve his attitude to helpful, he tells them that he is a companion to a druid named Dravin. His master, he explains, was kidnapped and taken to an unknown location by a rival druid with a cougar animal companion (Kazok). Felinal has been leading the pack of wolves ever since, hoping to sniff out clues that will lead him to his missing companion.

Felinal would happily take revenge on the rogues himself, but he thinks it is too dangerous because of their magic collars. He knows the way to the cabin and can point the PCs in the right direction. He is unaware of the traps surrounding the hideout. He is aware of the wyvern's cave, however, and can steer the party away from it. Whether or not the party agrees to help, he bids them farewell.

Felinal (*awakened* wolf): CR 2; Medium magical beast; HD 4d8+8; hp 26; Init +2; Spd 50 ft.; AC 14 (touch 12, flat-footed 12); Base Atk +3; Grp +4; Atk +5 melee (1d6+1 bite); SA trip; SQ low-light vision, scent; AL N; SV Fort +6, Ref +6, Will +2; Str 13, Dex 15, Con 15, Int 12, Wis 12, Cha 8.

Skills: Hide +6, Listen +7, Move Silently +6, Spot +7, Survival +6*. *Feats:* Alertness, Track[B], Weapon Finesse.

* Felinal gains a +4 racial bonus to Wilderness Lore checks when tracking by scent.

Wolves (6): hp 13 each; *Monster Manual* 283.

Tactics: Should the PCs engage the wolves in combat, Felinal directs the wolves while he attempts to harass spellcasting party members. As long as Felinal directs the wolves, they are very capable and intelligent fighters, often looking to flank opponents and readying actions to attack spellcasting opponents. Should more than half the wolves fall in combat, Felinal calls for a retreat.

Development: If the PCs negotiate with Felinal for the release of the other wolves, he offers to give them the treasure from some of the other bandits he has killed. This amounts to 130 gp and a +1 *dagger*. If the PCs engage the wolves in combat and Felinal escapes, he secretly tracks the party and attacks them if they show weakness (such as after being depleted by combat).

Ad-Hoc Experience Award: If the PCs manage to handle this encounter without resorting to bloodshed, award them experience points as if they had defeated Felinal and his wolf allies in combat.

KEYED ENCOUNTERS (AREAS C1-C15)

The following areas detail key encounter points in the Laednon, near the rogues' cabin, and finally in Kazok's subterranean lair.

C1. FORK IN THE ROAD

The trail forks a few hundred yards after the PCs encounter Felinal. The left fork leads them dangerously close to a wyvern's lair while the right fork leads them safely to the rogues' cabin. If you feel the party has had it too easy up to now or if they are itching for a fight, they encounter the wyvern no matter which way they choose to go.

C2. WYVERN CAVE (EL 6)

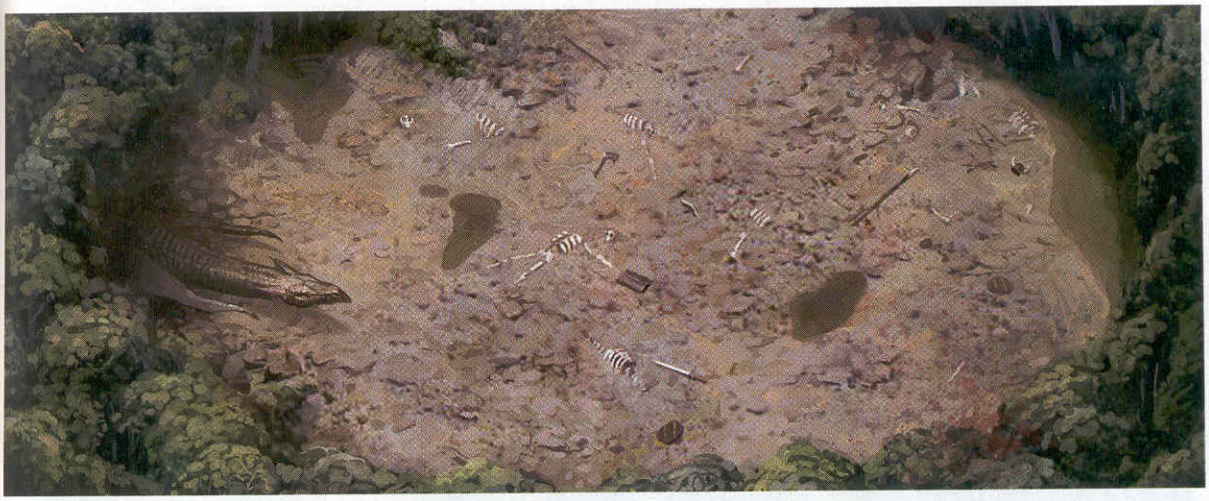
> The overgrowth thins out as the path leads into a small clearing, roughly one hundred feet in diameter. Several large rocks lean on one another at the far side of the clearing, with a dark hole in their midst leading into the ground. Dark splatters stain the rocks, and the remains of several large animal carcasses lie scattered around the hole. A large black bird takes flight noisily from behind one of the trees, and then the place becomes incredibly quiet.

This clearing and the cave below it are the lair of a wyvern.

Creatures: If any member of the party moves within 100 feet of the cave's mouth, make a Listen check for the wyvern opposed by the characters' Move Silently check. If the wyvern hears the party, it charges out of its cave on the following round and attacks, hissing as it flies through the air.

Wyvern: hp 59; *Monster Manual* 259.

Tactics: This wyvern isn't particularly smart in combat and attacks at random, failing to specifically target obvious threats such as archers and spellcasters. Nevertheless, it utilizes its Flyby Attack feat to the fullest advantage, preferring to attack smaller creatures first in order to utilize its Improved Grab ability. If the wyvern spots any Tiny or smaller creatures (most likely animal companions or familiars), it attempts to use its snatch ability on them. If it successfully snatches a creature, it flies back into its hole and stings it until it dies. It then reemerges to attack the party yet again.



Treasure: Searching the wyvern's cavern turns up a small amount of treasure that it has accumulated by eating various travelers and woodsmen over the years. This includes 150 gp, two rose quartz gems (40 gp each), a silver holy symbol of Mielikki (12 gp), one vial of acid, two vials of holy water, and a *potion of neutralize poison*.

C3. SNARES! (EL 5+)

The undergrowth thins a bit here, eventually clearing entirely ahead where a small cabin sits in the center of a field of dirt and clay-like mud.

Traps: The rogues have placed several traps in the area around the cabin. No matter which direction the PCs approach the cabin from, they encounter at least 1d3 of these traps. The traps are meant to hamper intruders, not kill them, and to serve as an alarm for the cabin's residents. You should determine which traps the characters blunder into randomly.

Net Snare: CR 2; mechanical; location trigger; manual reset; Atk +5 melee (see note); Search DC 20; Disable Device DC 25. *Note*: Characters in 10-ft. square are grappled by net (Str 18) if they fail a DC 14 Reflex save.

Crushing Log: CR 1; mechanical; location trigger; manual reset; Atk +5 melee (4d6 bludgeoning, log); Search DC 20; Disable Device DC 20.

Camouflaged Leech Pit: CR 4; mechanical; location trigger; manual reset; DC 15 Reflex save avoids; 10-ft.-deep water-filled ravenous-leech-infested pit (2 points Constitution damage plus possible drowning); Search DC 20; Disable Device DC 15.

Barbed Bolas Trap: CR 1; mechanical; location trigger; manual reset; Atk +10 ranged (1d4, bola) plus see note; Search DC 20; Disable Device DC 20. *Note*: The character struck is subjected to a trip attack from the bolas. The barbs on the bolas inflict lethal damage, rather than nonlethal damage like most bolas.

Dart-Throwing Trap: CR 1; mechanical; location trigger; manual reset; Atk +10 ranged (1d4+1, dart); multiple targets (fires 1d4 darts at each target in two adjacent 5-ft. squares); Search DC 14; Disable Device DC 20.

Camouflaged Pit: CR 1; mechanical; location trigger; manual reset; DC 20 Reflex save avoids; 10 ft. deep (1d6 fall); Search DC 24; Disable Device DC 20. *Note:* This trap is infested with three tiny vipers (see *Monster Manual* 280).

C4. OUTSIDE THE ROGUES' CABIN (EL 8)

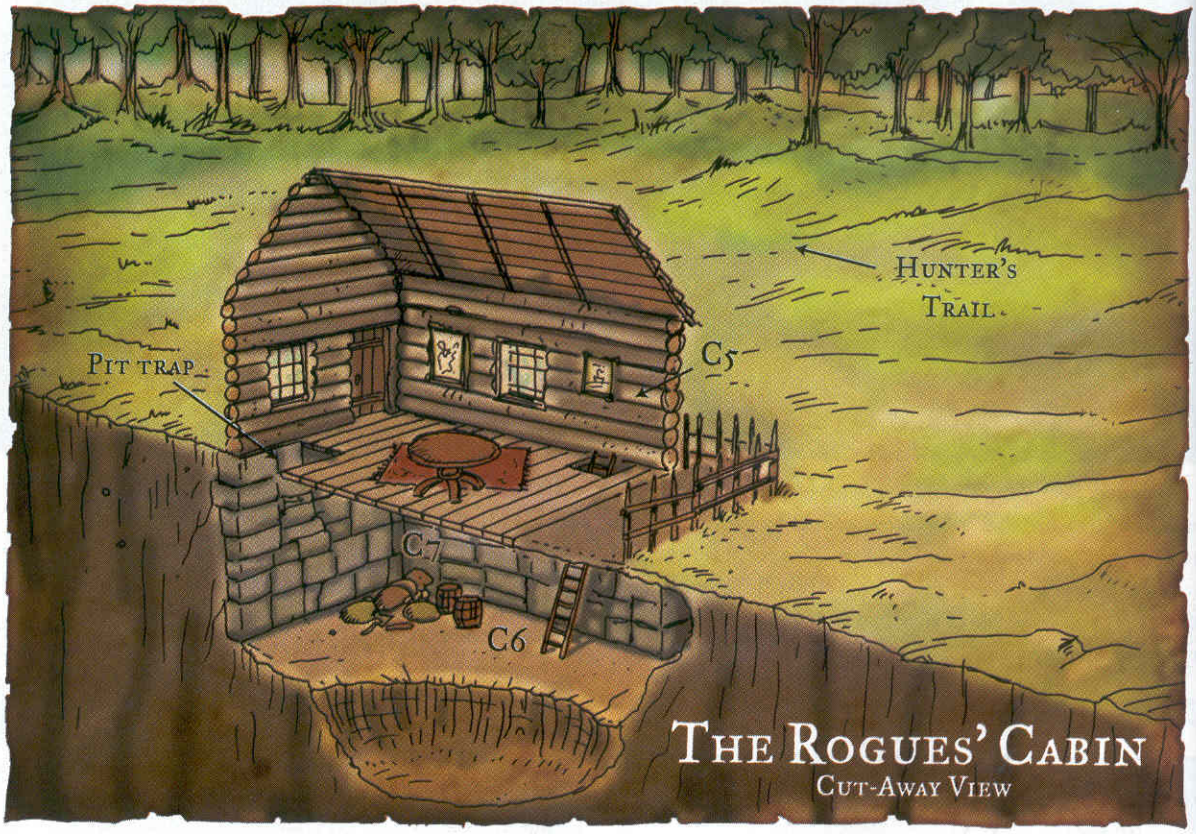
A cabin made of graying logs sits in a clearing, 50 yards from the river's edge. The roof has been patched recently with a mixture of mud and sticks. The ground around the cabin is devoid of vegetation and covered in thick, ruddy dirt. Several large boars occupy a pen built on one side of the cabin.

Remus and his band have taken up residence in an old fisherman's cabin in the woods north of Berlingford. It lies in a clearing some 300 yards from the river and is surrounded by clay-like dirt out to 50 feet. This is the dirt found on the shoes of the rogues from the town, and the same dirt mentioned by Charne. Bootprints can easily be seen in the thick, ruddy dirt.

Creatures: If any of the traps surrounding the cabin have been triggered, Remus and his band are awaiting the PCs when they arrive. They react as outlined in **Tactics** below. If the PCs disarmed or bypassed the traps, all of the bandits sit in the cabin playing cards, eating, and napping. In this case, there is a 20% chance that two ruffians are downstairs feeding the prisoners; the rogues feed the boars once per day, in the morning.

If Remus and his thugs are ready for the PCs, Remus lurks on the roof of the cabin until he sees them enter the cleared area of dirt around the cabin. He is not interested in chatting with the party, and when he sees them he immediately jumps down into the pen of pigs, unlocks the gate, and transforms himself into a boar to join the attack. The rest of Remus' band is inside the cabin and emerges to join combat when the boars are loosed.

Remus, Male Natural Wereboar Human Rog4: CR 7; Medium humanoid (human, shapechanger); HD 4d6+3d8+7; Spd 30 ft.; AC 15, touch 13, flat-footed 12; Base Atk +5; Grp +6; Atk/Full Atk +7 melee (1d6+2/19–20, *+1 short sword*) or +9 ranged (1d6+1/×3, masterwork composite shortbow); SA sneak attack +2d6; SQ alternate form, boar empathy, evasion, low-



light vision, scent, trapfinding, trap sense +1, uncanny dodge; AL CE; SV Fort +4, Ref +10, Will +4; Str 13, Dex 17, Con 13, Int 14, Wis 12, Cha 13.

Skills: Balance +10, Climb +8, Craft (trapmaking) +9, Escape Artist +6, Hide +10, Intimidate +8, Jump +10, Listen +12, Move Silently +10, Search +6, Sense Motive +4, Spot +12, Survival +4, Tumble +12. *Feats*: Alertness, Dodge, Iron Will[B], Mobility, Spring Attack, Toughness[B].

Hybrid Form: As human form except: AC 19, touch 13, flat-footed 16; Grp +8; Atk +9 melee (1d6+3/19–20, +1 short sword) or +9 ranged (1d6+1/×3, masterwork composite shortbow); Full Atk +9 melee (1d6+3/19–20, +1 short sword) and +3 melee (1d8+1 and curse of lycanthropy, gore) or +9 ranged (1d6+1/×3, masterwork composite shortbow); SA curse of lycanthorpy; SQ alternate form, boar empathy, DR 10/silver, lycanthropic empathy, low-light vision, scent; SV Fort +6, Ref +10, Will +4; Str 17, Dex 17, Con 19, Int 14, Wis 12, Cha 13.

Skills: As human form, except: Climb +10, Jump +12.

Boar form: As hybrid form, except: Spd 40 ft.; Atk/Full Atk +8 melee (1d8+4 and curse of lycanthropy, gore); SA ferocity.

Alternate Form (Su): A wereboar can assume a bipedal hybrid form or the form of a boar.

BLACKTOOTH FUNGUS

The blackened edges of this white shelf fungus gives it the appearance of having been scorched. The discs cling to cavern walls or trees in wet areas, and they smell like wet animal fur. If eaten raw, the eater must make a Fortitude save (DC 12) or become nauseated for an hour.

The toxins in the fungus become more potent if prepared into an oily gray paste. Making this alchemical poison requires a successful Craft (alchemy) check (DC 25). When consumed, the poison inflicts Wisdom and Intelligence damage, some of which is permanent drain. The victim's teeth slowly turn black, growing darker with every dose. In addition to the ability loss caused by the fungus, the concoction also causes a slow insanity, forcing its victims into an ever-increasingly feral state. Once a victim's Intelligence score drops below 3, he reverts to a wholly feral state, and behaves in many regards like a rabid animal. The victim gains a +2 morale bonus on all attack rolls and all damage rolls with natural weapons, loses all spellcasting ability (but not spell-like abilities), and in general behaves as if his alignment were chaotic neutral. This condition persists until the victim's Intelligence rises to 3 or higher.

Poison	Type	Initial Dmg	Secondary Dmg	Price
Blacktooth fungus paste	Ingested DC 16	1d4 Wis	1 Int (permanent loss)	1,000 gp

Curse of Lycanthropy (Su): DC 15 Fortitude save or contract lycanthropy.

Ferocity (Ex): A wearboar is such a tenacious combatant that it continues to fight without penalty even while disabled or dying while in boar form.

Boar Empathy (Ex): Communicate with boars and dire boars, and +4 racial bonus on Charisma-based checks against boars and dire boars.

Possessions: +1 *short sword*, masterwork composite shortbow, 20 arrows, *potion of blur*, *potion of cure moderate wounds*, *potion of cure serious wounds*, *potion of expeditious retreat* (but see **Treasure** below).

Urlik and Voath, Male Half-orc Rog1 (2): CR 1; Medium humanoid (half-orc); HD 1d6+5; hp 8; Init +2; Spd 30 ft.; AC 15, touch 12, flat-footed 13; Base Atk +0; Grp +2; Atk/Full Atk +2 melee (1d8+2, heavy mace); SA sneak attack +1d6; SQ darkvision 60 ft.; AL CN; SV Fort +2, Ref +4, Will +0; Str 15, Dex 14, Con 14, Int 10, Wis 11, Cha 8.

Skills: Bluff +3, Escape Artist +3, Gather Information +3, Hide +3, Intimidate +3, Listen +4, Move Silently +3, Search +4, Sleight of Hand +3, Spot +3; *Feats*: Toughness.

Possessions: Studded leather armor, heavy mace, 30 gp each.

Dornus, Elstan, and Zeke, Male Human Rog1 (3): CR 1; Medium humanoid (human); HD 1d6+5; hp 8 each; Init: +2; Spd 30 ft.; AC 15 (touch 12, flat-footed 13); Base Atk +0; Grp +1; Atk/Full Atk +1 melee (1d6+1, club) or +2 ranged (1d6+1/×3, composite short bow); SA sneak attack +1d6; SQ —; AL CN; SV Fort. +2, Ref. +4, Will +0; Str 13, Dex 14, Con 14, Int 10, Wis 11, Cha 10.

Skills: Bluff +3, Escape Artist +2, Gather Information +2, Hide +5, Intimidate +4, Listen +6, Move Silently +5, Search +4, Sense Motive +3, Sleight of Hand +5, Spot +5; *Feats*: Alertness, Toughness.

Possessions: Studded leather, composite short bow, 20 arrows, club, 30 gp each.

Tactics: The two half-orcs emerge from the cabin to engage the PCs in melee. One human rogue stays inside the cabin, firing his bow through a broken window at any PCs using ranged weapons or casting spells. This gives him a +4 cover bonus to AC. The two others use the secret tunnel in the basement of the cabin to attack the PCs from the forest. They enter combat from the forest on the 3rd round, approaching within 30 feet of their targets if possible to gain sneak attacks with their initial bow shots.

Treasure: Remus does not keep his magical equipment at the rogues' cabin, preferring to leave it in Kazok's cave where he thinks it is safe. When Remus engages the PCs at the cabin, he carries no equipment at all, since he fights in boar form.

Development: If Remus is brought below 10 hit points, or if more than three of his gang fall, he flees into the forest. If followed, he attempts to lead the PCs into one of the traps surrounding the cabin and then makes for the hidden tunnel. If he reaches the tunnel he flees to area **C14** and reports to Kazok.

C5. THE CABIN'S INTERIOR (EL 2)

One well-furnished room makes up the interior of the old cabin. Beautiful carpets and rugs cover the old wooden floors of the building, and chairs of various materials and styles surround a beautifully carved oak table in the center of the room. Disparate pieces of art hang on the walls and sit atop the boxes and chests that are scattered around the place.

The spoils of several raids and successful burglaries are evident here in the rogues' hideout. They keep their group treasure in a large wood-and-iron chest in one corner of the room. The rest of the boxes and chests contain ordinary goods such as clothing and personal effects that could be valuable to their owners, but not to the PCs. All items of value are either displayed or locked in a chest.

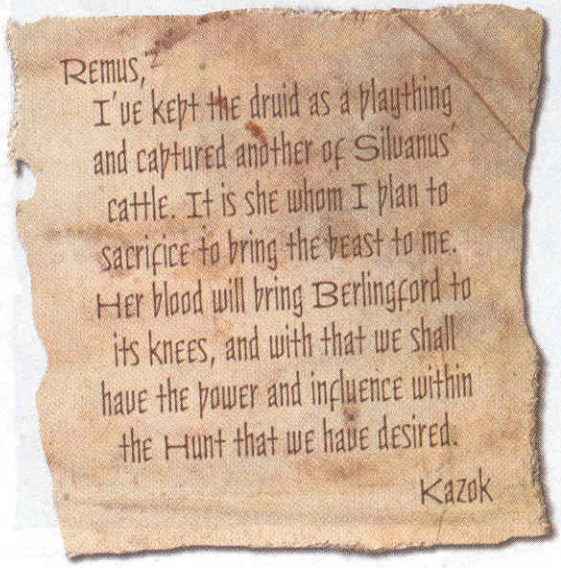
A Search check (DC 15) reveals a trapdoor beneath one of the rugs. Beyond the trapdoor, a ladder leads down into the basement (area **C6**).

Trap: Several floorboards have been sawed through and cleverly fitted back into place to create a camouflaged pit trap, dumping anyone who falls in it 20 feet to the basement.

Floorboard Pit: 20 ft. deep (2d6 points of damage). *Avoid*: Reflex save (DC 20), *Find*: Search (DC 21), *Disable*: Disable Device (DC 20).

Treasure: A fair amount of extra weapons can be found stacked against the walls and corners; this includes four shortbows, 160 arrows, two daggers, and two short swords. Of the numerous rugs on the floor, four are worth 50 gp each. Likewise, four of the paintings on the walls are valuable, with each worth 75 gp.

Most of the chests in the room are unlocked and contain only personal belongings. One large chest near the wall, however, has been reinforced with iron bands and locked with a large padlock (Open Lock DC 20). The key to the chest is hidden in the opposite corner of the room under a loose floorboard (Search check DC 20 to discover it). The chest contains two matching ivory statuettes depicting a woman in a flowing dress with her hands raised to the sky (125 gp each), a note from Kazok (see Player Handout 1), a masterwork hand axe, a *potion of detect thoughts*, a *potion of cure moderate wounds*, and a *Murlynd's spoon*.


Remus,
I've kept the druid as a plaything and captured another of Silvanus' cattle. It is she whom I plan to sacrifice to bring the beast to me. Her blood will bring Berlingford to its knees, and with that we shall have the power and influence within the Hunt that we have desired.
Kazok

Player's Handout 1: Kazok's Note

C6. THE CABIN'S BASEMENT (EL 4)

The stench of animal waste permeates the damp air in this orange-clay-walled room. Bags of cheeses and meats lie on the floor near one wall. A small fissure in the west wall seems to have been converted into a crude kennel.

Remus and his men have captured nine wolves so far in their search for Felinal. Kazok ordered them to find Dravin's animal companion after the wolf tried to ambush him one night outside his cave. Not being able to tell one from another, they are systematically rounding up all the wolves in the area. The crude gate enclosing the wolves in the fissure is not locked and can be unlatched and opened easily by intelligent creatures.

A successful Search check (DC 20) locates the secret door in the south wall.

Creatures: The wolves are suspicious of the PCs at first; their initial attitude is hostile, and they attack if released unless their attitudes are modified to be at least indifferent.

If the PCs successfully gain the wolves' trust, the hungry animals descend upon the foodstuffs with ravenous appetites. While the wolves are eating, one of them goes to the secret door on the south wall and starts whining and scratching at it. They have seen the rogues use this exit many times and know this is a way out. The secret door leads to areas **C4**, **C7**, and **C8**.

Wolves (9): hp 13 each; *Monster Manual* 283.

* The wolves have all taken 9 points of nonlethal damage from starvation, so a mere 4 points of lethal damage is enough to stagger one of the wolves.

Ad Hoc XP Penalty: Due to the starved nature of the wolves, award only half XP if the PCs kill them. If they manage to release them back into the forest or take them to Felinal, award full XP.

C7. HIDDEN TUNNEL

This tunnel leads through the clay for about 100 feet before it branches off, continuing along its current path and ascending, or splitting off to the west and descending slightly.

A successful Survival check (DC 13) reveals fresh boar tracks heading down the tunnel to the west, as well as humanoid bootprints leading from the basement of the cottage up the slope ahead.

C8. BEAST RUN (EL 4)

Remus uses this tunnel to get to Kazok's lair. It is almost 6 miles long and should take the PCs quite a bit of time to traverse, finally depositing them in a lightly wooded area about 50 yards from the cave opening.

The tunnel itself is fairly narrow and low; Medium creatures must squeeze to pass through it (see page 148 of the *Player's Handbook*). Large creatures must squeeze as well, and must make an Escape Artist check (DC 30) each round to make progress. Creatures larger than that cannot use the tunnel at all.

Trap: About halfway through the tunnel, the party comes upon a dangerous trap that bisects the tunnel. The trap itself is built into a set of somewhat larger than normal wooden wall and ceiling supports; allow any character with Knowledge (architecture and engineering) to make a check (DC 20) to note the unusual strength and size of the supports. Remember, creatures forced to squeeze through the tunnel have a –4 penalty to their Armor Class.

Spring-Loaded Scythe Trap: CR 4; mechanical; location trigger; automatic reset; Atk +20 melee (2d4+8/×4, scythe); Bypass hidden switch (one on either side of trap, Search DC 25 to locate); Search DC 21; Disable Device 18.

C9. OUTSIDE KAZOK'S LAIR (EL 6)

The forest recedes somewhat, providing a barren clearing. A cave entrance rises from the ground here...a great, black maw that dominates the clearing.

This cave entrance provides access to Kazok's lair. Kazok himself spends most of his time in the depths of the cave system, but if Remus or another thug manages to warn him of the PCs' approach, he waits for them from a hiding place on the small hillock immediately above the cave entrance.

Creatures: A pair of hulking blink dogs Kazok caught and turned feral with blacktooth fungus guard the cave's entrance. If Kazok knows about the PCs' approach, he riles up the blink dogs enough that they are here awaiting the arrival of the characters; otherwise they're found in area **C10**.

Large Feral Blink Dogs (2): CR 4; Large Magical Beast; HD 8+16; hp 72, 59, and 51; Init +2; Spd 40 ft.; AC 16, touch 12, flat-footed 14; Base Atk +8; Grp +16; Atk/Full Atk +14 melee (2d6+8, bite)*; SA —; SQ blink, darkvision 60 ft., dimension door, low-light vision, scent; AL CN; SV Fort +8, Ref +8, Will +0; Str 18, Dex 15, Con 14, Int 2, Wis 6, Cha 11.

Skills: Listen +3, Spot +4. *Feats:* Improved Natural Attack (bite), Iron Will, Run, Track[B].

*Since the blink dogs have gone feral from blacktooth paste poisoning, they gain a +2 morale bonus on their attack rolls and damage rolls with natural weapons; these bonuses are included in the stat block above.

Tactics: If Kazok lies in wait for the PCs, he climbs down through a secret passage on the back of the hill once the blink dogs attack the PCs and casts *spike growth* on the descending passage in area **C10** before retreating to his lair.

C10. CAVE ENTRANCE

Just inside the cave, the ceiling and floor drop sharply, creating a slide down to the cavern below. Roots and vines grow in abundance along the floor, allowing for an easy descent into the next chamber.

The cave descends sharply for 25 feet to the entrance cavern below, but the roots and vines make it easy to navigate with a successful Climb check (DC 5). The ceiling drops even more sharply, closing from 15 feet above the floor at the top of the slide to 10 feet above the floor about halfway down.

All of these caves (areas **C10–C15**) are lit softly (the equivalent of torchlight) by pale, phosphorescent fungi that grows in thick furry patches along the walls and ceilings. The caves themselves average 10 feet high, and the air is thick, humid, and musty from the rampant fungus.

Development: If Kazok knows the PCs are coming, he casts *spike growth* from one of his scrolls on this passageway to slow their progress.

C11. ENTRANCE CAVERN

After sliding down for about twenty feet, you finally land on the soft, wet earth of the cave floor. Only one tunnel leads deeper into the earth, and the whole place smells of wet fur and animal waste. A rotting deer carcass and several small piles of excrement do little to improve the cave's air quality.

If the blink dogs have not already attacked the party they can be found here, in their lair.

Treasure: A Search check (DC 20) reveals a brown leather pouch containing several vials (2 *potions of cure moderate wounds*, vial of holy water), a green oak leaf (holy symbol of Silvanus), and 32 gp. Shella dropped the pouch here as Kazok dragged her into the cave.

C12. BLACKTOOTH FUNGUS FARM

The cloying smell of mold and feces becomes even stronger here. Fungus that reeks of wet animal fur nearly chokes the passage, growing from the floor and walls in white discs with blackened ends. No other route suggests itself.

Kazok discovered this fungus when he took up residence here. After experimenting with it for several weeks he discovered that, when prepared properly and ingested, the fungus causes a reversion to a feral state. He used this on the blink dogs encountered earlier in the cave and on one of his acolytes, the insane preacher Loris that the PCs likely encountered at the Spring Faire. He's currently trying to similarly transform the druid Dravin, although the victim's superior fortitude has allowed him to avoid losing complete control so far (see area **C15**).

C13. MINOTAUR'S MAZE (EL 4)

The tunnel suddenly branches off in four directions, each passage only about 5 feet wide.

This is the entrance to a natural maze of stone columns and passageways. Kazok was able to entice a minotaur into taking up residence here in exchange for regular tributes of meat and treasure. The minotaur, a natural predator, enjoys stalking anyone who sets foot within his maze, though he allows Kazok and his allies to pass through unmolested.

Use confusing descriptions and other verbal cues to give the PCs a sense of being lost as they navigate this maze. Once they are lost within the maze, the sounds of snorting and heavy breathing begin to echo throughout the corridors as the minotaur stalks them.

Creature: Once the PCs near the center of the maze, the minotaur attacks a random PC, using its powerful charge from the end of a side corridor after attempting to hide and ambush the first character to come in sight. On the following round the minotaur retreats to stage a new attack from a different passageway, attempting to confuse its opponents and possibly surprise them. If the minotaur is brought below 15 hit points it goes berserk and abandons its hit-and-run tactics and tries to finish off the party in melee.

Minotaur: hp 39; *Monster Manual* 189.

Treasure: A sack in the minotaur's lair contains 217 gp and a *+1 buckler*. A successful Search check (DC 20) reveals a ring that fell out of the minotaur's sack. The ring is made of platinum wrapped in bands of gold, and fetches 350 gp on the open market.

C14. KAZOK'S CHAMBER (EL 7 OR 9)

Luminescent fungus covers the walls of this large cavern. A natural stone bridge spans a 15-foot-wide crevasse that divides the room. Along one wall, a mound of vines and leaves lies near two red cushions. A pile of black and white shelf fungus grows on a nearby wall.

Kazok is nearly finished preparing a ritual intended to persuade Malar to send him a beast of Malar with which to terrorize the people of Berlingford. Originally, Kazok kidnapped Dravin to use for this purpose, but after discovering the Blacktooth fungus he decided to make Dravin his slave instead. Now he intends to sacrifice the acolyte, Shella.

Creatures: Kazok and his cougar animal companion are usually found in this room. The cougar spends the majority of its time eating and sleeping, but Kazok has been focusing his attentions on preparing Shella for the sacrifice.

Shella (NG female human Clr2) herself is tightly bound in vines thanks to a *snare* spell cast by Kazok, her body completely covered with tiny runes sacred to Malar painted painstakingly by the druid over the course of the last several hours. She's been

slipping in and out of consciousness since her capture, and is of little help in combat even if freed from her bonds.

Kazok Male Human Drd7: CR 7; Medium humanoid (human); HD 7d8+7; hp 43; Init +2; Spd 30 ft.; AC 14 (touch 12, flat-footed 12); Base Atk +5; Grp +5; Atk/Full Atk +6 melee (1d6+1/18–20, *scimitar of fear*); SA spells; SQ animal companion, nature sense, resist nature's lure, trackless step, wild shape (3/day), wild empathy, woodland stride; AL CN; SV Fort +7, Ref +5, Will +10; Str 10, Dex 14, Con 13, Int 14, Wis 18, Cha 11.

Skills: Concentration +11, Craft (alchemy) +15, Diplomacy +5, Handle Animal +5, Knowledge (nature) +12, Listen +11, Spellcraft +12, Spot +11, Survival +14. *Feats:* Alertness, Craft Wondrous Item, Natural Spell, Skill Focus (Craft [alchemy]).

Spells Prepared (6/5/4/3/2; base DC = 14 + spell level): 0—*detect magic, detect poison, know direction, purify food and drink, read magic, resistance*; 1st—*entangle, longstrider, magic fang, obscuring mist, produce flame*; 2nd—*barkskin, bull's strength, heat metal, resist energy*; 3rd—*cure moderate wounds, dominate animal, poison*; 4th—*dispel magic, flame strike*.

Possessions: Scimitar of fear, leather armor, *cloak of resistance +1*, two scrolls of *spike growth*, scroll of *dominate animal*, two *potions of cure moderate wounds*, *potion of neutralize poison*, two *collars of animal control*, 28 pp, unholy symbol (mummified bear claw), green robes tied with red sash.

Bekarak, cougar animal companion: Medium animal; HD 5d8+10; hp 32; Init +5; Spd 40 ft., climb 20 ft.; AC 18, touch 15, flat-footed 13; Base Atk +3; Grp +6; Atk +8 melee (1d6+3, bite); Full Atk +8 melee (1d6+3, bite) and +3 melee (1d3+1, 2 claws); SA improved grab, pounce, rake 1d3+1; SQ evasion, link, low-light vision, scent, share spells; AL N; SV Fort +6, Ref +9, Will +2; Str 17, Dex 20, Con 15, Int 2, Wis 12, Cha 6.

Skills: Balance +13, Climb +11, Hide +11, Jump +11, Listen +6, Move Silently +9, Spot +6. *Feats*: Alertness, Weapon Finesse. *Tricks*: Attack, Come, Defend, Fetch, Guard, Heel, Seek, Stay.

Tactics: Bekarak stays nearby the druid to protect him from melee attacks. If Kazok knows in advance that the characters are making their way toward him, he casts *longstrider*, *barkskin*, and *resist energy* on himself. *Bull's strength* and *magic fang*, with their shorter durations, are spells that he casts on himself and Bekarak at the start of or just before combat. He swaps out one of his 4th-level spells for *summon nature's ally IV* on the first round of combat to slow down the PCs' assault.

Development: If Remus escaped the PCs earlier in the adventure, he is in the next room administering the blacktooth fungus paste to Dravin. If he hears combat break out in this room, he attempts to sneak in here in hybrid form to either flank an opponent or engage a PC spellcaster.

If the PCs are forced to flee from this encounter and are unable to save Shella, Remus does not pursue them; rather, he quickly finishes his sacrifice with results as detailed in "Concluding the Adventure."

Treasure: Remus typically keeps his personal equipment in a large sack against the wall here; if he's retreated to this area after a previous fight with the PCs, he assumes hybrid form and gathers up his gear in anticipation of a rematch.

C15. PRISON CAVERN

This natural cavern is about 15 feet deep and 10 feet wide, and cuts jaggedly through the earth. On the north wall of the cavern you see a pile of wood, bones, and animal carcasses—some are half eaten. A strong, oily odor mixes with that of blood and animal waste, making the air thick with stink.

Slumped against the far wall is a dirty, tired old man, his clothing in rags and his mouth a terrible black gash. This is Dravin (LN male human Drd 7), a middle-tier member of the Council of Pines. A successful Spot check (DC 13) reveals the telling black teeth of a victim of the blacktooth fungus paste. He is confused and bewildered by the party's presence (thanks to his current Intelligence of 6 and Wisdom of 5), although he can still answer questions.

Dravin was kidnapped by Kazok over three weeks ago and has been imprisoned here ever since. He hasn't heard of the disappearance of the druids and expresses concern and surprise at the recent animal attacks. He does not know anything about the Furious Hunt. He tells the party that Kazok has fed him a gray, oily paste for the past three weeks and that he has been severely poisoned by it. He knows that the paste was made from the fungus found throughout this cavern. Sadly, he does not know the recipe or an antidote, although he does mention that he knows someone who might be able to brew a cure (Lariya the Witch). Several *lesser restoration* spells can return his Intelligence and Wisdom scores to their proper levels. He is grateful to the party for freeing him and begs their aid in getting back to the Council's glade.

Treasure: Kazok uses the pile of debris as a shrine to venerate Malar and feed his pet. A successful Search check (DC 16) uncovers a shallow covered pit that contains his accumulated treasure. This consists of several leather bags containing 900 gp, 320 pp, three black opals (750 gp each), a *wand of knock* (23 charges), a +1 *hand crossbow*, and a ceramic jar filled with ten doses of blacktooth fungus paste.

CONCLUDING THE ADVENTURE

If the PCs did not save Shella and Dravin and destroy Kazok, the town of Berlingford quickly falls under Malar's influence. The PCs may have a fight on their hands if they return, as Kazok quickly convinces the townsfolk (aside from Renaldo, Lariya, and a few others who fight the new menace) that the PCs are a threat. His sacrifice of Shella is successful, and the addition of a beast of Malar to his list of allies only increases his power. (The beast of Malar is detailed on pages 20–21 of *Monsters of Faerûn*.)

If the PCs succeeded in freeing Dravin and returning him to Lariya or his grove, he thanks the PCs again for their aid. At the DM's discretion, he may award them with a small item or treasure. Over the next few days, Felinal tells Dravin additional information about the Furious Hunt and the missing Council of Pines, and Dravin may return to the PCs seeking help in recovering the other members of the Council and stopping Anth-Malar's plot.

Shella, if rescued, is also quite thankful, although as the sole tender of the local shrine of Silvanus, she has little in the way to reward the PCs. She sends word of their deeds to her superiors, though, and by the end of the month the PCs are approached by a higher-ranking member of the church who wishes to offer them thanks for their services and reward them as well. You should tailor both this reward and any rewards offered by Dravin to your campaign, but both should be approximately equivalent to treasure gained from an encounter of equal level to the party's average level.

Berlingford's mayor is very grateful to the PCs and offers each of them 500 gp in gems saving his town from trouble. The townsfolk, however, have trouble believing the story and remain skeptical toward druids in general. Over time, as the attacks stop and things return to normal, their attitude softens. In the meantime, the PCs may have trouble with townsfolk they have not befriended up to now. Recovering the lost members of the Council helps them regain the trust of the town of Berlingford.

NEW MAGIC ITEMS

Collar of Animal Control: A *collar of animal control* consists of a thick leather collar covered with markings and runes sacred to Malar. Each *collar* bears a short iron chain leash. Attaching a *collar*

of animal control to an animal requires a full-round action and a successful touch attack, and provokes an attack of opportunity. When attached to any animal, the short chain leash detaches. The animal gains a Will save (DC 14) to resist, with a successful save rendering the *collar* useless. The *collar* can resize to fit around the neck of any animal.

Once the *collar* is successfully put on an animal, it gives the person who carries the miniature iron leash total control over the animal, as if he had successfully cast *dominate animal* on the creature. The mental link between you and the animal is only active as long as you hold the matching leash in a hand. If the *collar* is removed or the leash is ever more than ten feet from you, the effect ends immediately. If the animal is ordered to do something obviously self-destructive it receives an immediate Will save (DC 14) to break the enchantment. Additionally, the animal gains a new Will save each day (DC 14) to overcome the power of the *collar*.

Faint enchantment; CL 5th; Craft Wondrous Item, *dominate animal*; Price 3,000 gp.

Scimitar of Fear: This brilliantly crafted blade has an oily sheen to it, and the skull of a small bird is sealed inside the amber pommel. A *scimitar of fear* functions as a *+1 scimitar*. In addition, up to three times a day, the wielder causes the creature struck to become fearful of the wielder. Activating this power is a free action. A successful Will save (DC 11) allows the victim to resist the fear effect and grants immunity to the scimitar's fear effects for 24 hours. Failure indicates the creature becomes shaken (–2 penalty on attack rolls, saving throws, skill checks, and ability checks). A shaken creature affected by this power becomes frightened, and a frightened creature affected becomes panicked. Creatures with 6 or more Hit Dice are immune to the *scimitar of fear's* fear effects.

Faint necromancy; CL 5th; Craft Magic Arms and Armor and *cause fear*; Price 3,215 gp.

Wil Upchurch has been designing games full time for more than two years. He currently lives in Texas, where the heat makes him cranky, resulting in his adventures having an average EL .78 higher than industry standard. This can be seen in this adventure, as well as his monthly adventure path series published at www.direkobold.com.

DRAGON #313: RACES OF POWER

Eyes That Kill: Already powerful creatures, beholders continually seek an edge over the lesser races, as well as each other. New equipment, feats, and prestige classes for beholder-kind will keep your floating menaces above their peers.

Mind Benders: Mind flayers continually develop new abilities to conquer the minds and enslave the wills of any that cross them. New psionic powers and feats provide an exclusive preview of the Revised 3.5 *Psionics Handbook* releasing in 2004.

Plus an examination of lycanthropes, new dragon psychoses, the half-undead template, Nodwick, Sage Advice, and a special announcement of a new feature coming to DRAGON in 2004!

DUNGEON #104: POLYHEDRON #163

Tercival's Challenge by Tito Leati: The **Shackled City** Adventure Path continues! After a riot erupts in the streets of Cauldron, the PCs must track down a missing paladin before the mob tears the city apart.

Dragon Hunters by Peter Zollers: Fort Akor has come under attack by a dragon, but when the PCs seek out the beast in the surrounding jungle they discover the dragon may be the least of the fort's troubles.

Polyhedron #163: Take an extensive look at the RPGA Network's new Player Rewards program and find out how you can score points playing DUNGEON adventures! We present an overview of the burgeoning d20 PDF market, and Gary Holian brings us a plethora of Greyhawk paladins.

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IF YOU SAY SO.
LET'S GO SEE IF WE CAN FIND A CAVE IN IT. I'VE ALWAYS WANTED TO SEE THE INSIDE OF A CAVE!
DO YOU KNOW ANYTHING ABOUT CAVES?
HMMM. I THINK DWARVES LIVE IN CAVES.
SWEEEET. SMALL MONSTERS ARE EASIER TO KILL.
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MAP OF MYSTERY by Christopher West

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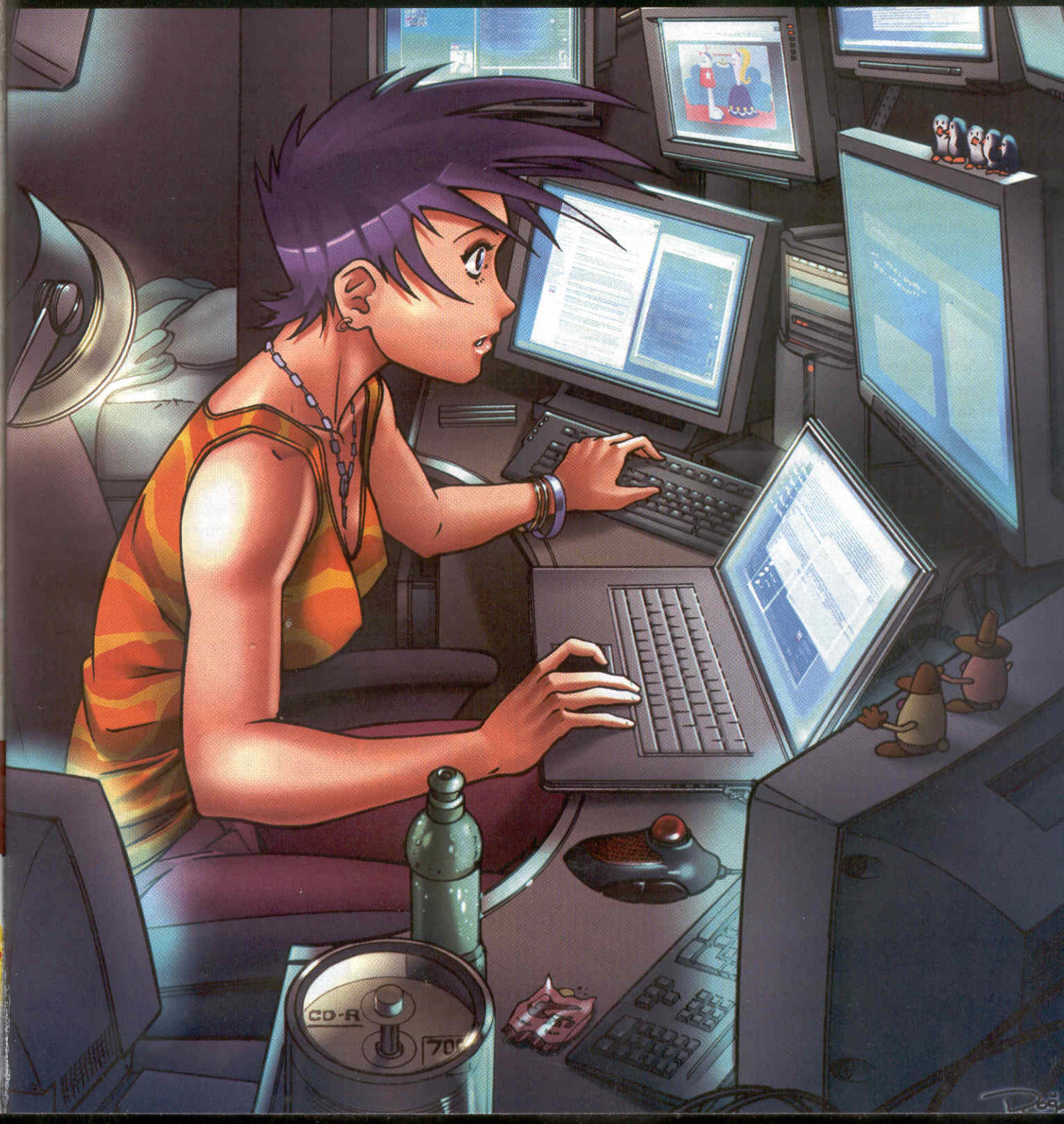


First Watch

Previews, notes & news on the world of d20 gaming

Release Roundup

That wheezing sound you hear is the *Polyhedron* staff recuperating from a long and difficult convention season. The highlight of this year, as every year, was the Gen Con Game Fair, held for the first time in Indianapolis, Indiana. Companies in the game industry treat Gen Con like a giant "coming out" party, usually saving their most important releases of the year for a debut at the show.

This year's field of big d20 releases was dominated by licensed products. From the gargantuan $50.00 *Stargate SG-1* RPG from AEG to Mongoose's *Babylon 5* RPG, d20 publishers proved beyond a doubt that they can interest major Hollywood properties in our little segment of the gaming industry. Other major releases included *Dragonlance: Age of Mortals*, from Sovereign Press, and of course Monte Cook's *Arcana Unearthed*, which sold out its initial stock in the first three hours of the convention and sold out an additional restock by the end of the day on Saturday.

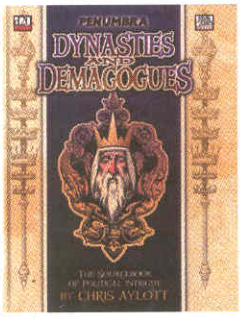
But we'll get to those in a later issue.

For the staff of this magazine, the highlight of the show came on Friday afternoon, when former Editor-in-Chief Chris Thomasson and yours truly sat before a crowd of about 30 gamers to run what we modestly called "The Best Seminar Ever." The audience had come to hear us tackle what's become a big problem in our games—how exactly do we go about getting some actual use out of the dozens of interesting but not-quite-there d20 supplements, adventures, and accessories that clog our bookshelves like frog-fat clogs the arteries of Jabba the Hutt.

At the end of the seminar, Chris and I polled the audience about what d20 products they found *most* useful to their campaigns, and were taken aback by the near unanimous endorsement of two products we hadn't yet read: *Dynasties & Demagogues*, by Atlas Games, and *A Magical Medieval Society*, by Expeditious Retreat Press. Both products also fared well in the 2003 EN World/Gen Con d20 System Awards, with *Dynasties* garnering a nomination and *Magical Medieval* bringing home three gold ENnies.

Since we hadn't spotlighted either product here, we thought we'd redress that by offering a glimpse into both in the off chance that they might find a place in your campaign, too.

Dynasties & Demagogues (Atlas Games)

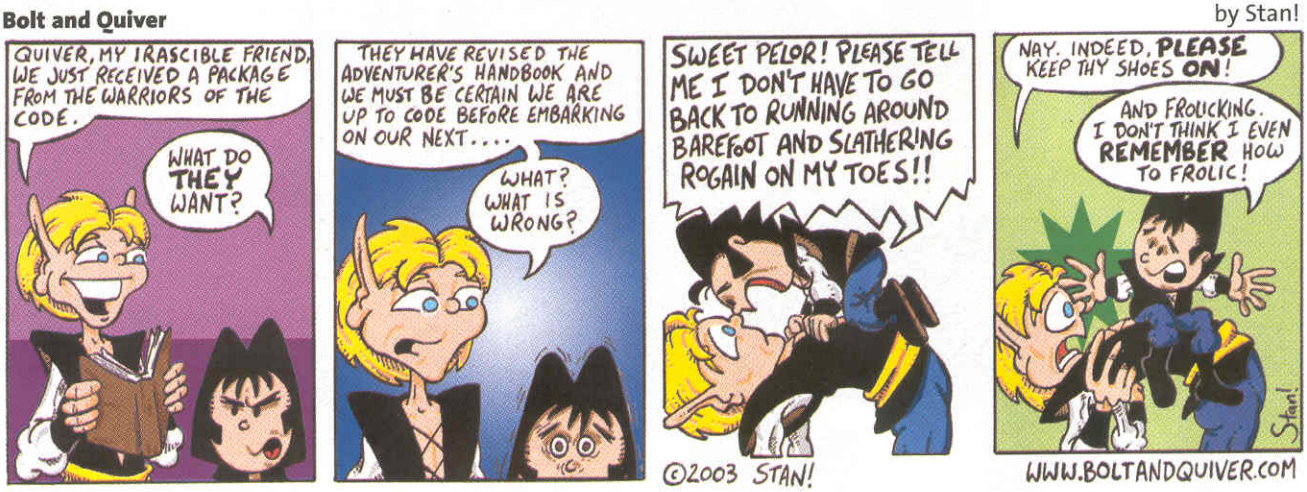


Dynasties bills itself as a "toolkit for running and playing in political adventures in any d20 System campaign setting." Written by Chris Aylott, the 160-page book offers players the usual assortment of prestige classes, feats, magic items, and spells. The difference here is in the spin, as all of the above boilerplate focuses on political campaigning.

Prestige classes, for example, include the demagogue (who has supernatural powers tied to his eloquence and rhetoric), the diplomat (with increased Sense Motive and Diplomacy check options), the (ahem) "discreet companion," (who uses "intimate knowledge of muscle movements" to gain advantage over enemies), and the politician (who basically acts like a politician). Few of the powers associated with these classes will do a character much good in a blood-soaked dungeon, but they're certain to come in handy in a city-based political campaign.

Dynasties & Demagogues really comes into its own as a reference for Gamemasters. Aylott gives a good overview of political systems ranging from modern democracy to theocracy to dictatorship to feudalism, and follows it up with chapters on the typical governments of common d20 nonhuman races like elves, dwarves, and half-orcs.

Bolt and Quiver by Stan!


QUIVER, MY IRASCIBLE FRIEND, WE JUST RECEIVED A PACKAGE FROM THE WARRIORS OF THE CODE.
WHAT DO THEY WANT?
THEY HAVE REVISED THE ADVENTURER'S HANDBOOK AND WE MUST BE CERTAIN WE ARE UP TO CODE BEFORE EMBARKING ON OUR NEXT....
WHAT? WHAT IS WRONG?
SWEET PELOR! PLEASE TELL ME I DON'T HAVE TO GO BACK TO RUNNING AROUND BAREFOOT AND SLATHERING ROGAIN ON MY TOES!!
NAY. INDEED, PLEASE KEEP THY SHOES ON!
AND FROLICKING. I DON'T THINK I EVEN REMEMBER HOW TO FROLIC!
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Do your players like to talk? Dynasties comes complete with a complex system for resolving verbal debates in which PCs can score points by invoking their faith, bluffing a sense of false authority, or outright smearing an opponent. This is fun, fun stuff, and brings some crunchy rules to underscore a great session filled with finger pointing and insults. In other words, right up *Polyhedron's* alley.

After your players have won a few political debates, they'll probably want to run for office. *Dynasties* comes to the rescue with systems for elections and provides a ton of advice to help run a great urban campaign. With this book, you're unlikely to ever utter the words "so you're sitting in a tavern" again.

A Magical Medieval Society (Expeditious Retreat Press)

Written by Joseph Browning and Suzi Yee, *A Magical Medieval Society* was perhaps the most talked about product at this year's Gen Con not written by Monte Cook. Unlike *Dynasties & Demagogues*, this one's aimed solely at Gamemasters running games in a fantasy version of Western Europe's Medieval period. Most of us know a little about the era due to our interest in D&D, but are a bit light on the details. Browning and Yee, thankfully, know a lot more than we do, and they're only willing to share.

The book's equal parts historical overview, suggestions on how to modify real world history to fit a "magical" world, and tables and charts to help you generate your own magical Medieval societies. Want to know how many gp your character's manor can make in a month cranking honey out of beehives? This book tells you. It also includes an extensive "economic simulator" that provides realistic prices for everything from an empty cocoon (1 sp) to a huge castle (1,000,000 gp). Every single page of this book oozes with quasi-historical information capable of sparking a dozen adventures, and it doesn't hurt that the authors constantly provide concrete suggestions about how this or that fact might come into play in a fantasy d20 campaign.

With chapters on crime and punishment, generating realistic cities, kingdoms, aristocracy, and buildings, *A Magical Medieval Society* provides all of the background tools a GM needs to create the perfect campaign to complement the player information in *Dynasties & Demagogues*.

Our Gen Con seminar attendees said these books were the best, and they certainly know what they're talking about.—Erik Mona

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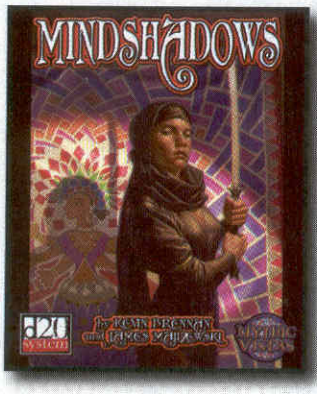

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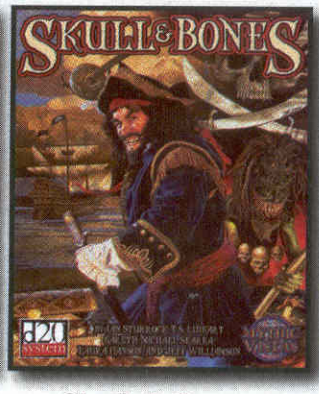

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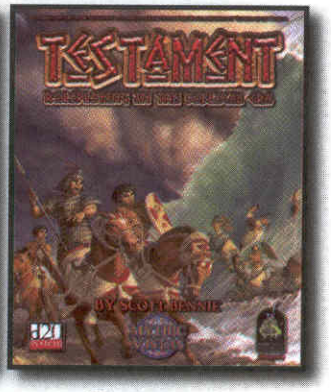

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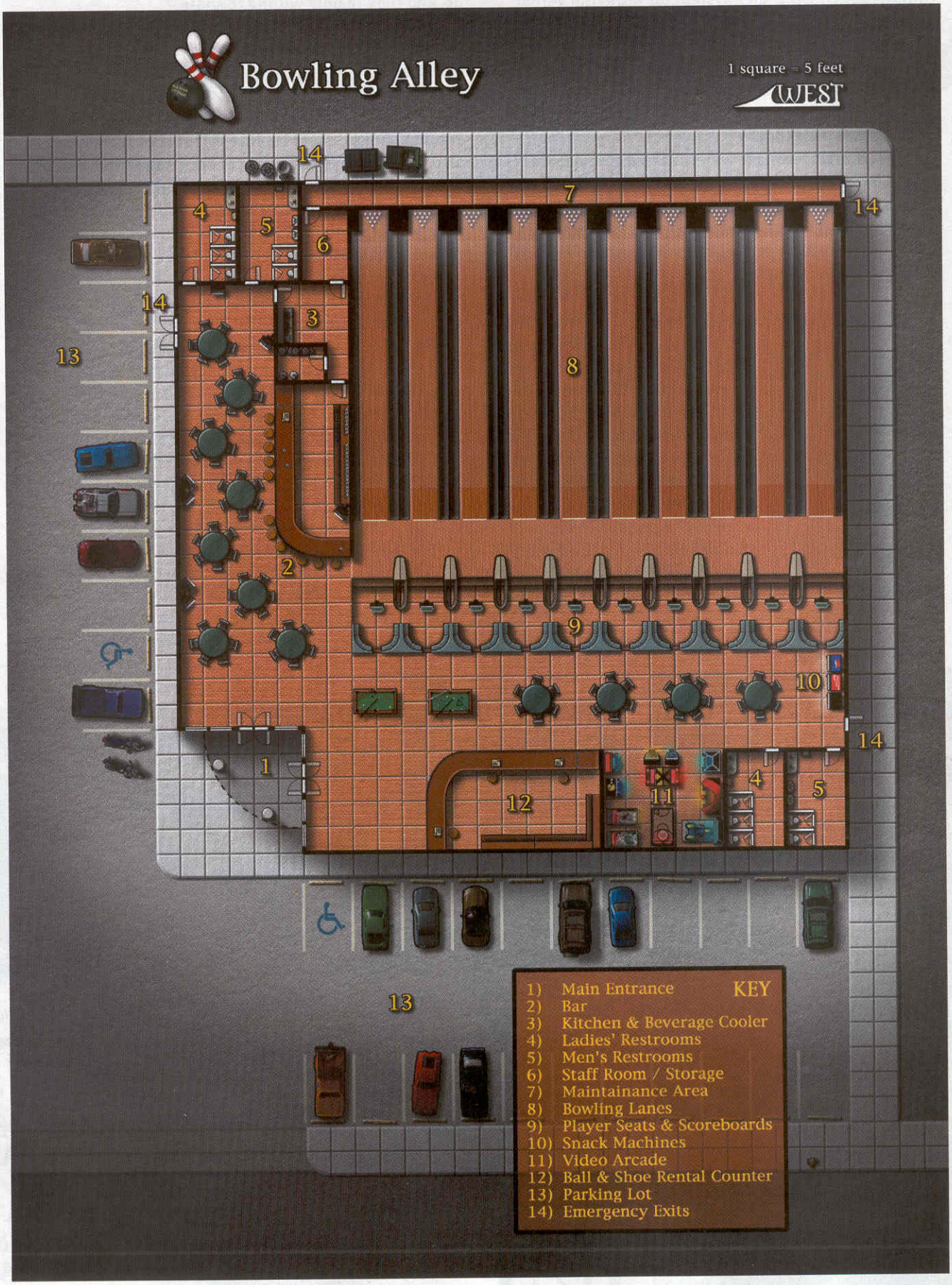


Denizens of the Bright Desert

By Creighton Broadhurst
Additional material by Andrew Maguire, Stuart Kerrigan, and Paul Looby
Illustrations by Tom Fowler and Andrew Hou & Arnold Tsang

Living Greyhawk

The sands of the treacherous Bright Desert mask ancient ruins and the lost lore of a dead civilization. Throughout history, men of will and ambition have attempted to plumb those ruins and explore the timelost secrets hidden beneath the shifting sands. Doing so means braving a trackless dune sea inhabited by the monstrous descendants of a people ruled by oblivion-obsessed sorcerer kings. Most who attempt to master the desert instead find misery and death. But one man, the archmage Rary the Traitor, believes he can discover the lost secrets of the Bright Desert, and for now the story of the desert and its would-be conqueror are one and the same.

This article presents additional information on personages and creatures important to the Bright Desert region of the World of Greyhawk fantasy campaign setting. For more information regarding the geography and political climate of the region, consult "Into the Bright Desert" (*Dungeon* #98).

This article makes use of information from the *Epic Level Handbook*, *Manual of the Planes*, and *Tome and Blood*.

Rary the Traitor

Rary's idiom is one of quiet, thoughtful reflection. A contemplative man who carefully weighs each word and action, he is nevertheless unafraid of decisive acts when necessity demands action. He dislikes physical confrontations, preferring to withdraw from the presence of those he finds distasteful. The archmage grew to detest his old Circle of Eight peers Otiluke and Mordenkainen because of their volatile natures. Rary now considers the Circle of Eight an organization riddled with sophistry whose petty intrigues and endless debates prohibit it from becoming a more significant power in the Flanaess.

Rary's great passion is learning, and in this regard he is the archetypal wizard. He feels well at home among dusty tomes and ancient historical commentaries. A knowledgeable historian with an almost unrivaled understanding of magic, Rary is also an expert on the Paynim peoples, for whom he holds great affection. Ironically, it was contact with their violent culture that first awakened Rary's interest in the exercise of power.

Over the course of a decade, Rary studied the histories of the most despotic and influential political powers of the Flanaess—the Great Kingdom, the Scarlet Brotherhood, and even Iuz. The brilliant wizard analyzed the tactical errors that laid each low or prevented it from dominating the whole continent. With the passionless eye of a scientist, Rary pieced together his own plan for dominance, a brilliant blueprint absent of the flaws that had so vexed his predecessors. But even failed tyrants had lessons to impart, and from his studies Rary came to view two tactics as paramount to his success—surprise and treachery.

Development: Rary's goal is quite simple: he wishes to subjugate a large portion of the Flanaess and impose his notion of right upon its people. His domination of the Bright lands is merely the first step of his grand design. In 593 CY he finally discovered the resting place of the *Scorpion Crown*, the cursed artifact that had transformed the region into a desert more than 1,000 years ago. While he originally desired the *Crown* for its ability to dominate the desert's indigenous scorpions, his research revealed a darker threat. The *Crown's* ancient curse lingered still, and such was its fell potency that anyone donning the *Crown* would fall prey to its malign influence.

He also discovered that destroying the crown would slowly revert the region to its original terrain, that of arid grasslands, which would further strengthen Rary's budding Empire of the Bright Lands. The archmage suspects unmaking the *Crown* could have further less-beneficial consequences, and is certain that unleashing the powerful magic could be devastating if the proper precautions are not taken. Many of the unusual quests and constructions of his armies are in fact meant to prevent collateral damage from the *Crown's* imminent unmaking. The metamorphosis will take decades, but Rary is nothing if not patient.

Due to Rary's advanced level and numerous protectors, encountering the archmage himself should be the focus of an entire campaign or campaign arc. In general, no one under 12th level has a hope of interacting with him personally, and must instead deal with his black-hearted apprentices, retainers, soldiers, and mercenaries.

While Rary concentrates his efforts in the Bright Desert, his long-term plans range throughout the Flanaess. Rumor suggests he holds some unfathomable influence over the young szek of Onnwal, and many believe he cultivates diplomatic relations with groups of note within the Abbor-Alz and surrounding nations. Mordenkainen privately fears that Rary in fact turned traitor long before the Greyhawk Wars, and that he used his Circle-related travels to the Baklunish West to recruit disreputable allies who will aid him once his ambitions extend beyond the natural borders of the Bright Desert. Keenly aware of the shifting loy-

alties and duplicitous natures of men, Rary has taken to building constructs of various types to guard his person. His most taxing creation, an artificial silver dragon, is now finally nearing completion.

Rary the Traitor, Male Human Wiz24: CR 24; Medium humanoid (human); HD 24d4+72; hp 149 (up to 169 with *false life* spell); Init +5; Spd 30 ft.; AC 40, touch 20, flat-footed 35; Base Atk +12; Grp +11; Atk +16 melee (1d4+3/19-20, *spell storing speed +5 dagger*); Full Atk +16/+16/+11 melee (1d4+3/19-20, *spell storing speed +5 dagger*); SA spells; SQ homunculus familiar, permanent spell effects; AL NE; SV Fort +16, Ref +18, Will +24; Str 7, Dex 20, Con 16, Int 32, Wis 20, Cha 16.

Skills: Appraise +12 (+14 with sculptures), Concentration +31, Craft (sculpting) +21, Decipher Script +21, Diplomacy +11, Knowledge (arcana) +39, Knowledge(architecture and engineering) +17, Knowledge (geography) +17, Knowledge (history) +28, Knowledge (nature) +19, Knowledge (nobility and royalty) +17, Knowledge (religion) +17, Knowledge (the planes) +17, Ride +15, Search +17 (+19 secret doors and compartments), Spellcraft +44, Survival +11 (+13 following tracks, when underground or on other planes, and when avoiding hazards or avoiding becoming lost).

Feats: Alertness (as long as his familiar is in arm's reach), Craft Magic Arms & Armor, Craft Construct, Craft Wondrous Item, Epic Spellcasting, Extend Spell, Forge Ring, Greater Spell Focus (enchantment), Improved Familiar, Improved Spell Capacity, Improved Spell Penetration, Multispell, Quicken Spell, Scribe Scroll, Skill Focus (Spellcraft), Spell Focus (enchantment).

Languages: Abyssal, Ancient Baklunish, Ancient Suel, Common, Draconic, Infernal.

Permanent Spell Effects: Comprehend languages, darkvision, detect magic, see invisibility, tongues.

Inherent Bonuses from wish *spells:*+3 Dexterity, +4 Constitution, +4 Intelligence, +4 Wisdom.

Contingency: If Rary is ever affected by a hostile enchantment, alteration, curse, or petrification effect, a *break enchantment* spell activates against the effect.

Wizard Spells Prepared: (4/7/7/7/10/6/6/6/5/5/2; base DC = 21 + spell level): 0—*daze*, mending, message, prestidigitation*; 1—*charm person** (2), *disguise self, endure elements†, feather fall, mount, unseen servant*; 2—*charm person* (extended), *command undead, detect thoughts, false life†, levitate, Tasha's hideous laughter*, touch of idiocy**; 3—*greater magic weapon†, hold person*, major image, slow, suggestion*, vampiric touch, web* (extended); 4—*charm monster*, confusion*, crushing despair*, dimension door, dimensional anchor, heroism* (extended), *illusory wall, phantasmal killer, Rary's mnemonic enhancer, stoneskin*; 5—*charm person** (quickened), *dominate person*, feeblemind*, overland flight†, Rary's telepathic bond, true strike* (quickened); 6—*bear's endurance* (quickened), *geas/quest*, greater dispel magic, mass suggestion*, resist energy* (quickened), *wall of force* (extended); 7—*displacement* (quickened), *greater teleport, limited wish, power word blind*, project image, symbol of stunning**; 8—*demand*, dimension door* (quickened), *mass charm monster*, power word stun*, summon monster* VIII; 9—*dominate monster*, power word kill*, time stop, wall of force* (quickened), *wish*; 10—*greater heroism** (quickened), *shapechange* (extended).

*Enchantment spell. The base save DC for these spells is 23 + spell level.

†Rary casts this spell every morning after he prepares his spells; the spell has a duration of 24 hours.

Spellbooks: Rary knows all the wizard spells in the *Player's Handbook*, and has researched many unique spells in addition. He generally eschews preparing crude, explosive spells, preferring instead to concentrate on more subtle and complex spells that better serve to augment his realm.

Epic Spells per Day: 2

Epic Spells Known: Eclipse, epic mage armor, let go of me, peripety, Rary's meritorious animation, Rary's superlative draconic animator, spell worm.

Possessions: *Spell storing speed +1 dagger* (usually targeted by *greater magic weapon* to raise its enhancement bonus to +5; normally stores a *hold person* spell), *staff of the magi* (34 charges), *cloak of resistance +4, gem of seeing, gloves of dexterity +6, headband of intellect +6, Heward's handy haversack, pale green ioun stone, ring of mind shielding* (does not use a ring slot), *ring of protection +5, ring of wizardry IV, stone destrier, wand of hold monster* (19 charges), five *potions of cure serious wounds*, scroll of *contingency*, scroll of *greater dispel magic* (2), scroll of *greater teleport*, scroll of *limited wish* (2), scroll of *Mordenkainen's disjunction*, scroll of *prismatic sphere* and *prismatic wall*, scroll of *summon monster IX*, scroll of *time stop* and *gate*.

Leukial, homunculus familiar: Tiny construct; HD 24; hp 74; Init +2; Spd 20 ft., fly 50 ft. (good); AC 30, touch 14, flat footed 28; Base Atk +12; Grp +3; Atk/Full Atk +11 melee (1d4–1 plus poison, bite); Space/Reach 2-1/2 ft./0 ft.; SA familiar spell (*power word stun*), poison; SQ construct type, deliver touch spells, empathic link, improved evasion, *scry* on familiar, speak with master, spell resistance 29; AL NE; SV Fort +8, Ref +12, Will +13; Str 8; Dex 15; Con —; Int 17; Wis 12; Cha 7.

Skills: Hide +14, Listen +4, Spot +4.

Feats: Lightning Reflexes.

Leukial appears as a clockwork scorpion with dragonfly-like wings, about the size of a housecat. Rary usually leaves Leukial in his tower to help defend it, and so Rary can *scry* upon his tower with ease.

Physical Description: Although now well into his eighties Rary retains his dark Baklunish good looks, maintaining a youthful appearance that seems to place him in his mid-fifties. He exudes an aura of quiet dignity and reflection. Oft encountered dressed in simple tan robes mimicking the style of his homeland, Rary cuts an unassuming figure. Only his sparkling eyes, deep green in hue, give any clue to the almost unrivaled power that lurks within his frame.

Eliazir Razeem Azam'ut of the Muddled Tongue

The half-Paynim bastard son of a Lopollan spice merchant, Azam'ut had a hard life until his "gifts" earned him the attention of a kinder and gentler Rary. Rary recognized his potential and saved Azam'ut from the indignity and humiliation heaped upon him by his father by training the

youth as an apprentice. After the Rary's recovery from his death at Vecna's hand, their relationship became more divisive. As the outbreak of war wracked the continent, Azam'ut left to explore the planes on his own, seemingly estranged from his master.

A year later, Azam'ut returned. His wanderings in far off and unspoken places had had an unmistakable effect on him. Before, he seemed unhappy with Rary and his decisions, but upon his return Azam'ut reclaimed his place in Rary's counsel. The Traitor saw the change that had

Ring of Teleportation

This command-word activated ring allows its wearer to teleport once per day, exactly as if he had cast the spell of the same name.

Moderate transmutation; CL 9th; Forge Ring, teleport; Price 17,000 gp.

occurred in his apprentice, and valued his worth as an emissary. After aiding Rary in his treachery by destroying Tenser's clones, Azam'ut became the political voice for the Empire of the Bright Lands.

Of all Rary's followers apart from Lord Robilar himself, Azam'ut is perhaps the most feared. Rary's norkers and dervish followers whisper that some unknown force touched Azam'ut in his journeys. They bestowed upon him the epithet "Azam'ut of the Muddled Tongue," as his very voice can command folk against their will. Azam'ut has claimed this name as his own, for this mysterious power is certainly the most striking of the abilities he gained on his peculiar pilgrimage.

Development: Azam'ut is Rary's representative in many lands. He makes appearances (welcome or unwelcome) in the courts of the gynarchs of Hardby, the szek of Onnwal, the young king of Nyrond, and along the Wild Coast. He has a particular hatred for Tenser, but strives to avoid any confrontations with the reborn archmage he once attempted to destroy.

Eliazir Razeem Azam'ut of the Muddled Tongue, Male Human Wiz14: CR 15*; Medium humanoid (human); HD 14d4; hp 42; Init +2; Spd 30 ft.; AC 21, touch 15, flat-footed 19; Base Atk +7; Grp +7; Atk +10 melee (1d6+3, *+3 quarterstaff*); Full Atk +10/+5 melee (1d6+3, *+3 quarterstaff*); SA spells, muddled tongue; SQ snake familiar; AL NE; SV Fort +4, Ref +6, Will +12; Str 10, Dex 14, Con 11, Int 20, Wis 16, Cha 19.

Muddled Tongue (Su): Azam'ut can use his *muddled tongue* ability to generate a number of spell-like effects. Doing so is a free action, but Azam'ut must be able to speak aloud to activate his muddled tongue, and he can't cast any spells with a verbal component during a round in which he uses his muddled tongue. He can manifest the following spell-like effects up to three times a day each: *charm person* (DC 15), *command* (DC 15), *daze* (DC 14), *major image* (DC 18), or *suggestion* (DC 18). These DCs are Charisma based.

Skills: Appraise +5 (+7 alchemy), Bluff +17, Concentration +17, Craft (alchemy) +17, Diplomacy +11, Disguise +4 (+6 acting), Intimidate +13, Knowledge (arcana) +22, Sense Motive +6, Spellcraft +24, Spot +6, Survival +6.

Feats: Alertness (as long as familiar is within arm's reach), Combat Casting, Craft Magic Arms and Armor, Craft Wondrous Item, Forge Ring, Persuasive, Scribe Scroll, Silent Spell, Spell Focus (enchantment), Spell Penetration.

Languages: Abyssal, Ancient Suel, Common, Infernal.

Contingency: If Azam'ut is ever incapacitated by damage or magic, a *teleport* spell returns him to a chamber in Rary's Tower where an apprentice quickly administers aid to him.

Wizard Spells Prepared: (4/6/5/5/5/4/2/1; base DC = 15 + spell level): 0—daze, flare, message, touch of fatigue; 1—charm person*, comprehend languages, disguise self, magic missile, mount, sleep*; 2—daze monster*, detect thoughts, eagle's splendor, mirror image, touch of idiocy*; 3—deep slumber*, displacement, dispel magic, suggestion*, wind wall; 4—charm monster*, hallucinatory terrain, lesser geas*, rainbow pattern, stoneskin; 5—dominate person*, feeblemind*, mirage arcana, symbol of sleep*; 6—geas/quest*, mass suggestion*; 7—project image.*

*Enchantment spell. The base save DC for these spells is 16 + spell level.

Spellbooks: Azam'ut knows all cantrips and all 1st- through 5th-level wizard spells in the *Player's Handbook*. In addition to the 6th- and 7th-level spells he normally prepares, his spellbooks contain the following spells: 6th—*analyze dweomer, greater dispel magic, greater heroism, permanent image, planar binding, programmed image, symbol of persuasion, veil*; 7th—*control weather, insanity, mass hold person, power word blind, symbol of stunning*.

Possessions: +2 quarterstaff (one head enchanted, one head masterwork), *ring of protection +3, bracers of armor +5, ring of teleportation*, fine Bakluni robes.

*Azam'ut's CR is 1 point higher than normal due to his muddled tongue ability and supernaturally enhanced Charisma score.

Gorgorast, tiny viper familiar: Tiny magical beast; HD 14; hp 21; Init +3; Spd 15 ft., climb 15 ft., swim 15 ft.; AC 24, touch 15, flat-footed 21; Base Atk +7; Grp +6; Atk/Full Atk +10 melee (1 plus poison, bite); SA poison; SQ deliver touch spells, empathic link, improved evasion, scent, *scry* on familiar, share spells, speak with snakes, speak with master, spell resistance 19; AL NE; SV Fort +4, Ref +7, Will +10; Str 4, Dex 17, Con 11, Int 12, Wis 12, Cha 2.

Skills: Balance +11, Climb +9, Hide +12, Listen +5, Spot +6, Swim +5.

Feats: Weapon Finesse.

Physical Description: A stout man clad in fine Bakluni garb, Azam'ut shines with a preternatural youthful radiance that is both striking and fearful to behold. After a recent journey to places unknown, Azam'ut returned with an eerie otherworldly beauty. His countenance is both pleasing and unnerving, with skin that glows faintly and a silvery tinge to the whites of his eyes. He has a fine eye for detail and dresses meticulously in the finest Baklunish silk robes. In many ways he is the perfect contrast to his scholarly master Rary; strikingly handsome, worldly, and urbane.

Shemaya

Shemaya is the last human survivor of the ancient Flan Kingdom of Sulm. A powerful wizard, she was able to protect herself from the curse of the *Scorpion Crown*, which laid Sulm low and transformed the region into the Bright Desert. Using her extensive knowledge and powers, Shemaya compressed the very fabric of the Material Plane about her tower, creating a time wrinkle to shield her from the curse's effects. Within the wrinkle, time barely passes. Thus she has existed for the last two thousand years.

Shemaya researched the curse's nature extensively

during those centuries, and discovered that, should she leave her refugee, the curse will claim her as its final victim. Thus she cannot leave her sanctuary. Such is her puissance, however, that she has devised an esoteric method of shifting her tower through the portions of the Ethereal Plane linked to Sulm's dominions, allowing it to appear nearly anywhere within the confines of the Bright.

Development: Nomads call Shemaya's shining blue-roofed white spire the *Tower of Sleep*, viewing its appearance as a powerful omen. The intense magic field surrounding the tower manifests itself as a luminescent, shimmering, silvery glow that hangs in the very air itself. At night, this effect is visible for 20 miles or more.

Nomadic legends attempt to describe who or what dwells within this tower, but none have completely hit upon the truth. Many explorers have sought to unravel this riddle, but invariably, those who approach too closely discover the tower to be all but impenetrable. The magic itself has a powerful effect on creatures that approach within 100 feet. All creatures in this area must make a Will save (DC 23) once each minute or fall into a deep sleep. This effect does not extend into the structure itself (much of which extends into the Ethereal Plane). Individuals who manage to breach this defense encounter the tower's guardians; advanced invisible stalkers and air elementals, golems, and similar arcane monsters.

Shemaya's overriding desire is to reverse the effects of the *Scorpion Crown's* curse and to restore the land to its original state. She could be a powerful ally to any adventurers who win past her guardians and wards. She is aware of Rary, but not his ultimate ambition, and has not yet decided on a strategy to combat his machinations.

Shemaya, Female Human Wiz19: CR 19; Medium humanoid (human); HD 19d4+19; hp 76; Init +1; Spd 30 ft.; AC 19, touch 14, flat-footed 18; Base Atk +9; Grp +9; Atk +11 melee (1d6+2, *rod of thunder and lightning*); Full Atk +11/+6 melee (1d6+2, *rod of thunder and lightning*); SA spells; SQ hawk familiar, permanent spell affects; AL CG; SV Fort +7, Ref +7, Will +14; Str 11, Dex 13, Con 12, Int 24, Wis 16, Cha 13.

Skills: Appraise +7 (+9 alchemy), Concentration +19, Craft (alchemy) +17, Diplomacy +8, Knowledge (arcana) +29, Knowledge (history) +29, Knowledge (religion) +20, Knowledge (the planes) +20, Listen +6, Sense Motive +8, Spellcraft +31, Spot +9.

Feats: Brew Potion, Craft Construct, Craft Magic Arms and Armor, Craft Wondrous Item, Forge Ring, Heighten Spell, Maximize Spell, Quicken Spell, Scribe Scroll, Spell Focus (conjuration), Spell Focus (evocation).

Languages: Ancient Flan, Celestial, Common, Dwarvish, Elvish, Sylvan.

Permanent Spell Affects: Comprehend languages, darkvision, see invisibility, tongues.

Inherent Bonuses from wish *spells:* +3 Intelligence.

Contingency: If Shemaya's hit points are reduced below 15, a *false life* spell activates.

Spells Prepared: (4/6/6/6/5/5/5/5/3/3; base DC = 17* + spell level).0—*acid splash**, *mage hand, mending, prestidigitation*; 1—*alarm, burning hands**, *expeditious retreat, grease**, *magic missile**, *unseen servant**; 2—*glitterdust**, *gust of wind**, *misdirection, scorching ray**, *web**, *whispering wind*; 3—*clairaudience/clairvoyance, displacement, fireball**, *fly, lightning bolt**, *stinking cloud**; 4—*dimension door**, *magic missile** (maximized), *minor creation**, *scrying, wall of fire**; 5—*cloudkill**, *cone of cold**, *magic missile** (quickened), *major creation**, *scorching ray** (maximized); 6—*chain lightning**, *fireball** (maximized), *greater dispel magic, guards and wards, web** (quickened); 7—*fireball** (quickened), *prismatic spray**, *project image, protection from energy* (quickened), *summon monster VII**; 8—*dimension door* (quickened), *summon monster VIII**, *temporal stasis*; 9—*chain lightning** (maximized), *meteor swarm**, *summon monster IX**.

*Conjuration or evocation spell. The base save DC for these spells is 18 + spell level.

Spellbooks: Shemaya knows all the wizard spells in the *Player's Handbook*. Over the past two thousand years, she's doubtless researched and created many new spells as well; you can include these new spells in her books if you desire.

Possessions: Rod of thunder and lightning, ring of protection +3, ring of spell turning, bracers of armor +5, robe of scintillating colors, crystal ball.

Sirocco, hawk familiar: Tiny magical beast; HD 19; hp 38; Init +3; Spd 10 ft., fly 60 ft. (average); AC 27, touch 15, flat-footed 24; Base Atk +9; Grp –1; Atk/Full Atk +12 melee (1d4-2, talons); Space/Reach 2-1/2 ft./0 ft.; SA —; SQ deliver touch spells, empathic link, improved evasion, low-light vision, *scry* on familiar, share spells, speak with snakes, speak with master, spell resistance 24; AL CG; SV Fort +6, Ref +9, Will +13; Str 6, Dex 17, Con 10, Int 15, Cha 6.

Skills: Listen +8, Spot +14.

Feats: Weapon Finesse.

Physical Description: A slightly overweight middle-aged pure-blooded Flan woman, Shemaya wears her short curly black hair swept back from her face. Her skin is deeply tanned and her careworn face is wreathed in wrinkles. Shemaya's amber eyes radiate intelligence and understanding. Clad in robes of ancient cut reminiscent of those depicted on the surviving statutes of Sulm, the sprightly woman moves with a certainty of purpose.

Kumhaik

Kumhaik, master of the neutral trading village of Ul Bakak, is a dour individual who deals in an honest and forthright fashion with everyone he encounters. A veteran of almost three decades of the violence and double-dealings endemic to the region, he takes nothing at face value and is a difficult man to get to know.

Kumhaik is an implacable foe to those who have broken the laws of Ul Bakak. A devout follower of Obad-Hai, Kumhaik believes he is carrying out the will of the Lord of the Wild by protecting the sacred land upon which Ul Bakak stands. His name and reputation for honesty is legendary around desert campfires throughout the Bright Lands, and even the brutal Tareg tribe give him their grudging respect.

Development: Kumhaik is the law in Ul Bakak, and rarely leaves the village's immediate surroundings. On infrequent occasions, he grudgingly leaves Ul Bakak to hunt down a transgressor, knowing that he must prove his ability to maintain order there by preventing anyone to flaunt Ul Bakak's laws and live. Kumhaik makes it his business to speak with every newcomer to the village to make certain that all are aware of the village's neutrality and strict legal code.

Kumhaik, Male Human Ftr12: CR 12; Medium humanoid (human); HD 12d10+36; hp 112; Init +7; Spd 30 ft.; AC 20, touch 13, flat-footed 17; Base Atk +12; Grp +14; Atk +15 melee (1d6+3/18–20, *+1 scimitar*) or +17 ranged (1d6+3/×3, *bane vs. monstrous humanoids +1 composite shortbow*); Full Atk +15/+10/+5 melee (1d6+3/18–20, *+1 scimitar*) or +17/+12/+7 ranged (1d6+3/×3, *bane vs. monstrous humanoids +1 composite shortbow*); AL N; SV Fort +11, Ref +7, Will +4; Str 15, Dex 16, Con 17, Int 12, Wis 11, Cha 13.

Skills: Climb +17, Handle Animal +18, Ride +20, Survival +7.

Feats: Animal Affinity, Dodge, Mobility, Improved Initiative, Mounted Archery, Mounted Combat, Point Blank Shot, Rapid Shot, Ride-By Attack, Spirited Charge, Track, Weapon Focus (shortbow), Weapon Specialization (shortbow).

Languages: Ancient Flan, Common.

Possessions: *Bane vs. monstrous humanoids +1 composite shortbow, +1 scimitar, +3 light fortification studded leather armor, ring of sustenance, amulet of natural armor +1.*

Physical Description: Approaching fifty, Kumhaik is nevertheless in incredible physical condition. A bandy-legged warrior of Flannish extraction, he wears his greasy hair in an unkempt mass that tumbles over his shoulders. His eyes are similarly dark and deep brown in hue. Kumhaik's deeply burnt skin, which resembles parched leather, stands as a legacy to his hard life. Although he almost always wears his battered and scorched leather armor, Kumhaik never carries his weapons while in Ul Bakak.

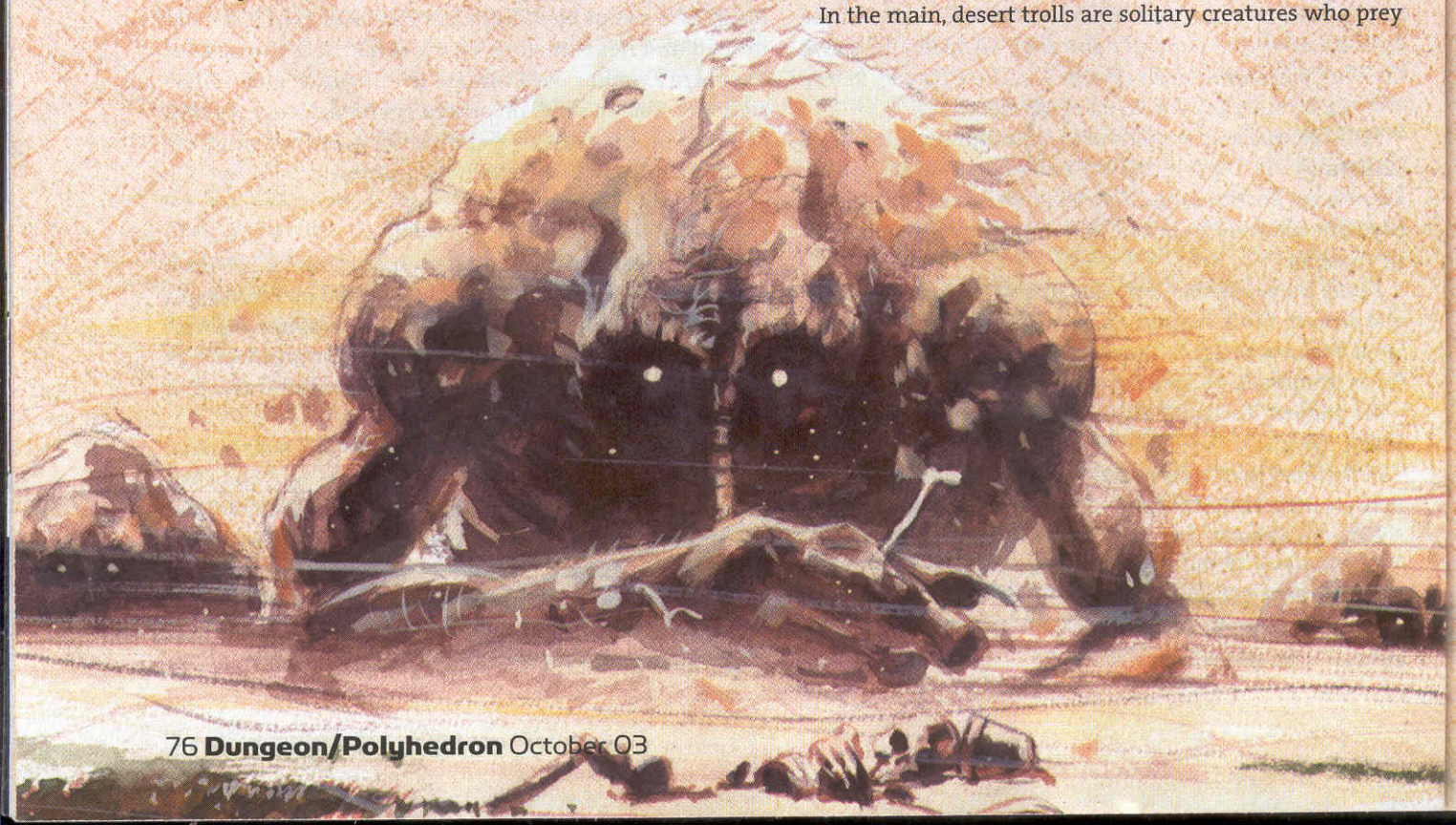
Desert Troll

Large Giant
Hit Dice: 7d8+42 (74 hp)
Initiative: +2
Speed: 30 ft. (6 squares)
AC: 18 (-1 size, +2 Dex, +7 natural), touch 11, flat-footed 16
Base Attack/Grapple: +5/+15
Attack: Claw +10 melee (1d8+6)
Full Attack: 2 claws +9 melee (1d8+6) and bite +4 melee (1d6+3)
Space/Reach: 10 ft./10 ft.
Special Attacks: Rend 2d6+9
Special Qualities: Camouflage, darkvision 90 ft., immune to fire, low-light vision, regeneration 5, scent, water vulnerability
Saves: Fort +11, Ref +4, Will +3
Abilities: Str 23, Dex 14, Con 23, Int 9, Wis 9, Cha 6
Skills: Hide +8, Listen +4, Move Silently +4, Spot +4
Feats: Improved Natural Attack (claw), Iron Will, Stealthy,
Environment: Warm deserts
Organization: Solitary or gang (2-12)
Challenge Rating: 6
Treasure: Standard
Alignment: Usually chaotic evil
Advancement: By character class
Level Adjustment: +5

This hulking bipedal creature stands half again as high as a human. Its long, spindly arms and legs give it an awkward appearance. Its feet have three wide, flat toes, and its muscular hands bear sharp claws. The creature's leathery, mottled hide slowly shifts in hue to match its surroundings. Its hair hangs in thick ropy locks that seem to twitch on their own accord.

Kin to common trolls, desert trolls are larger and more intelligent than their smaller brethren, and possess chameleon-like abilities that allow them to strike from ambush with terrible efficiency.

In the main, desert trolls are solitary creatures who prey



on anything living near their lairs. In places where the hunting is particularly good, they sometimes congregate in small groups of up to a dozen individuals. They normally dwell in desert hills, preferring this stony terrain to the near-endless dunes of the interior. A few enclaves still exist in the Abbor-Alz, preying on the inhabitants of that dusty range. In the past, desert trolls ranged throughout the Brass Hills. With the coming of Rary and his forces, however, they are slowly being driven to extinction in the region.

Desert trolls speak Giant.

Combat

Desert trolls prefer to attack from ambush. Scavengers, they do not fear death and keep fighting until slain unless attacked with water, which causes them to flee in terror.

Rend (Ex): If a desert troll hits with both claw attacks, it latches onto its opponent's body and tears the flesh. This attack automatically deals an additional 2d6+9 points of damage.

Camouflage (Ex): Desert trolls can alter the color of their skin to match that of the surrounding terrain. They can change their skin from bleached tan to a mottled rock brown or to any color in between. In desert terrain, this grants the desert troll concealment; successful attacks against the desert troll have a 20% miss chance. Additionally, desert trolls can attempt to make Hide checks without seeking additional cover or concealment.

Regeneration (Ex): Acid and water deal normal damage to a desert troll. If a desert troll loses a limb or body part, the lost portion regrows in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the stump.

Water Vulnerability (Ex): Desert trolls are particularly vulnerable to water, and contact with it (such as reaching into a pool or being splashed with a vial or bucket of water) inflicts 2d6 points of damage per strike. Complete immersion (including being caught in the rain or being subjected to a high volume of water, as from the geyser function of a *decanter of endless water*) inflicts 6d6 points of damage per round.

Skills: Desert trolls have a +8 racial bonus on Hide checks.

Desert Troll Characters

Desert trolls sometimes become barbarians, rangers, clerics, or rogues. Their favored class is barbarian. Desert troll clerics (which are rare) worship Vaprak "The Destroyer," and choose from the Chaos, Destruction, Evil, or War domains. They wield greatclubs.

Hueleneaer (Desert Centaur)

Large Monstrous Humanoid
Hit Dice: 5d8+10 (32 hp)
Initiative: +2
Speed: 50 ft. (10 squares)
AC: 20 (–1 size, +2 Dex, +2 natural, +5 chainmail, +2 heavy wooden shield), touch 11, flat-footed 18
Base Attack/Grapple: +5/+14
Attack: Scimitar +10 melee (1d6+5/18–20) or composite longbow +7 ranged (1d8+5/×3)
Full Attack: Scimitar +10 melee (1d6+5/18–20) and 2 hooves +6 melee (1d6+2) or composite longbow +7 ranged (1d8+5/×3)
Space/Reach: 10 ft./5 ft.
Special Attacks: —
Special Qualities: Darkvision 60 ft.
Saves: Fort +4, Ref +6, Will +5
Abilities: Str 20, Dex 14, Con 16, Int 8, Wis 13, Cha 11
Skills: Listen +3, Spot +3, Survival +5
Feats: Endurance, Weapon Focus (hoof)
Climate/Terrain: Warm deserts
Organization: Solitary, company (5–8), troop (8–18 plus 1 leader of 2nd–5th level), or tribe (20–100 plus 10 3rd-level sergeants, 5 5th-level lieutenants, and 1 leader of 6th–10th level)
Challenge Rating: 3
Treasure: No coins; standard goods and items (weapons and armor)
Alignment: Usually lawful neutral
Advancement: By character class
Level Adjustment: +2

The creature moves across the sandy dunes with assurance and grace. It has the upper torso, arms, and head of a muscular humanoid and the lower body of a large horse. Despite the heat, it wears chainmail and carries a scimitar and a longbow.

Although civilized, the hueleneaer, or desert centaurs, are more warlike than their sylvan cousins and dwell only in the Bright Desert. They are a dark-skinned and handsome people, slightly smaller in height but more muscular than their woodland kin.

Hueleneaer speak Common and Giant.

Combat

The hueleneaer are skilled in the art of warfare and combat, and prefer to utilize skirmishing and guerrilla tactics. When armed for war, they don ancient armor and bear antique weapons forged when Sulm was yet strong. They normally wear chainmail and carry a shield and scimitar. Others act as horse archers, using their maneuverability and firepower to devastating effect on less mobile forces.

Hueleneaer Society

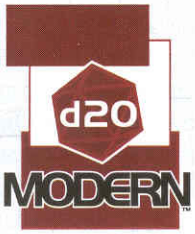
The hueleneaer live in a highly ritualized, stern society that deals harshly with transgressors. Their society is fractured into more than a score of small, fiercely independent tribal groups. Both genders are expected to fight, raise children, or serve as leaders as circumstances require.

The Hueleneaer are a product of a harsh environment and an unbending moral code. Stories speak of ancient times when they were beholden to the despotic rulers of Sulm, and it is for these reasons that they resist the approaches of Rary and his minions.

Desert Centaur Characters

Desert centaurs sometimes become bards, rangers, or occasionally barbarians. Their favored class is ranger. Centaur clerics and druids worship Skerrit. Clerics can choose any two of the following domains: Animal, Good, and Plant. They wield shortspears. ●

digital revolution



By Rodney Thompson
Illustrations by Omar Dogan and Udon Entertainment

The world's movement into a new age of electronics, computers, and high-speed computations has bred a new type of person. Power, once measured in brute strength and influence, is gradually shifting to those with intelligence and skill with new technologies. Where heroes and villains of the past were sword-swinging or gun-toting warriors, this new age of technology has seen the rise of a new kind of protagonist: the hacker. Modern-day clashes between governments, corporations, and power brokers have encouraged the growth of loosely organized rebellious hacker communities, the most famous of which is the Digital Revolution.

Like most hackers, the members of Digital Revolution see themselves as rebels, pirates, and rogues who fight the power using their proficiency with computers. Although their illegal activities could put them in prison, most members of the group pay little attention to legal threats from the authorities. They believe they're part of a rebellion fighting against an insidious force (although each hacker has a different idea about who this ultimate foe might be), a conviction that makes them cocky and fearless, fueling their desire to expand their knowledge and keep the fight alive.

Within the past decade, the Digital Revolution has had a profound (if behind the scenes) impact upon United States and world politics. Members of the group uncovered a massive conspiracy within America's intelligence community in 1999, exposing the illegal plans of rogue agents who sought to sell nuclear weapons to foreign terrorist operatives. The arrest and conviction of 14 members of the nation's top intelligence communities kept the weapons from being transferred, although Digital Revolution's role in the scandal is known only within the hacking community.

Last year, the group claimed responsibility for cracking the encryption used by orbital spy satellites, posting impossibly accurate aerial photography of the private lives of several U.S. politicians to prove their success.

Not content to simply target government computer systems, the Digital Revolution has diverted funds from international banks, pirated high-level security software from major corporations, created backdoor entries to secure database servers, and performed any number of private espionage operations as hackers for hire. The list of government and industry allegations against the unknown members of the group reads like a near-perfect resume for potential illicit employers.

Digital Revolution's anonymity makes them dangerous. As skilled computer experts, they can cover their trails and prevent identity traces, keeping the proper authorities at bay. Rival hackers have, on occasion, attempted to root out the group, but at best they have produced information leading to the arrest of a single group member, who invariably is sprung from detention by unknown fellows within weeks of his capture.

Thus far, the Digital Revolution has done nothing overtly malevolent, though they have routinely demonstrated their power by seizing control of important systems (like the coolant systems in a nuclear power plant) and leaving mischievous messages behind. There is no question that with the right motivation the members of Digital Revolution could cause a lot of harm, but so far they seem to be content to play information wargames and aim for bigger and more secure targets.

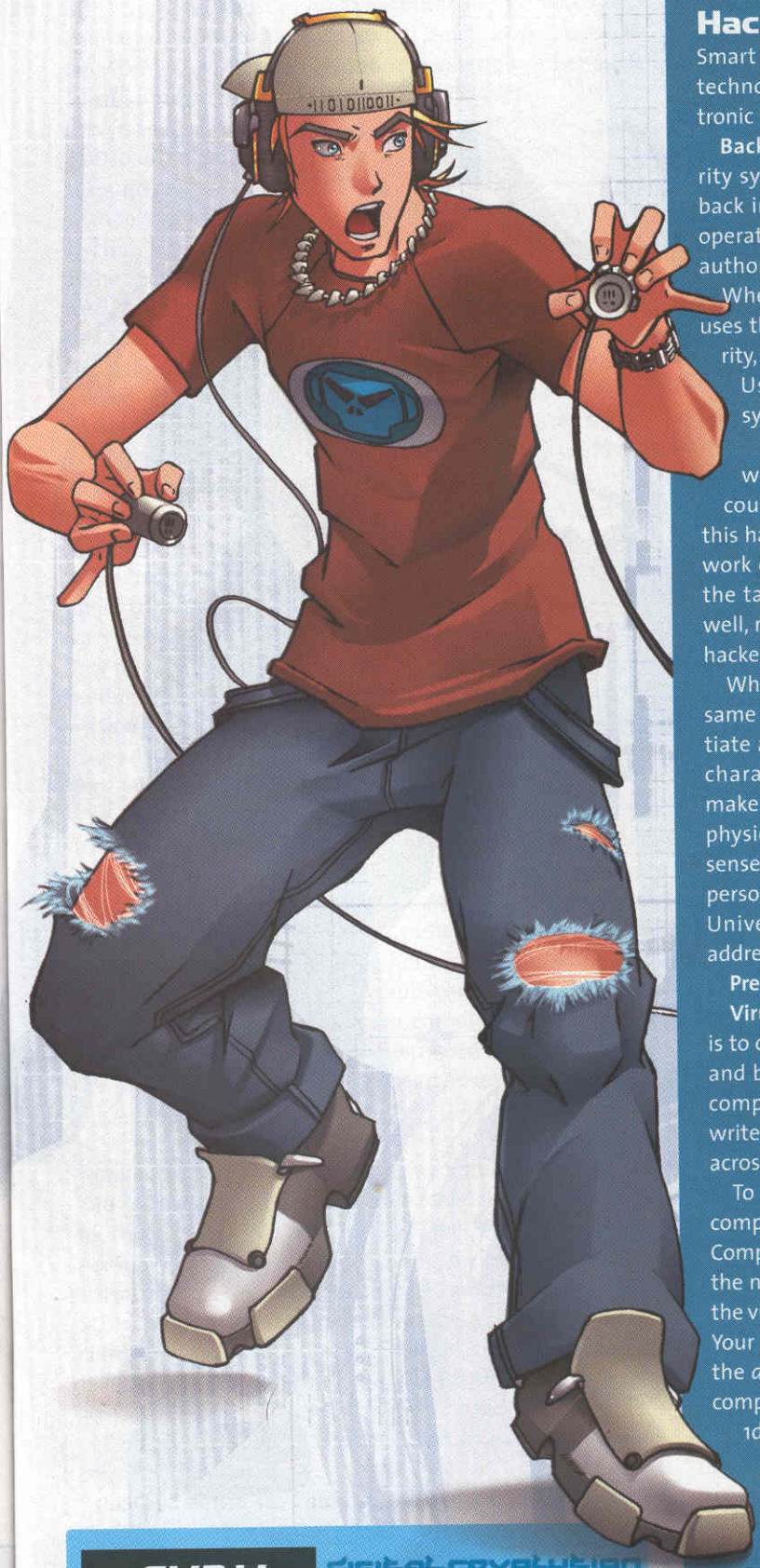
There is no set roster for Digital Revolution, especially given that the organization has more than 50 members. The following four team members, however, are among the most prominent and talented of the group.

Guru

A poster child for the stereotypical hacker image, the young programming prodigy and Digital Revolution founder known as Guru possesses unparalleled skill at bypassing security and gaining access to computer systems. When a system needs to be broken into, Guru is the man to call. An expert in computer security and anti-intrusion countermeasures, Guru is responsible not only for getting other Digital Revolution hackers into remote systems but also for protecting them from external investigation. He leaves "backdoors," easy entranceways for hackers, in every system he's ever penetrated, allowing others to get in at their leisure and pilfer corporate secrets or financial information as they wish. As he says, "I'm just the guy who opens the doors and lets in the horde."

The Revolution knows well enough to keep "the horde" from its own systems, however, so Guru constantly tests the security of their computer networks, carefully removing and repairing any weaknesses that might be exploited by enemies or wannabe hackers.

Guru got his start in academia—he boasts a Master's degree in Computer Science from MIT. By day he works as the lead designer for a major computer security corporation based in London, making sure that big business feels secure in an increasingly dangerous digital world. He uses his position to scope out new security systems, install backdoors in his clients' networks, keep up to date on the latest anti-hacker



Hacker Talent Tree

Smart heroes have an advantage with computers and technology, and often become hackers or other electronic specialists.

Backdoor: Characters who bypass computer security systems often leave ways for themselves to get back in. These "backdoors" allow a computer user to operate a previously hacked machine as if he was the authorized user.

Whenever a character with this talent successfully uses the Computer Use skill to bypass computer security, he thereafter receives a +10 bonus on Computer Use checks to bypass security on that same system.

Trace: Hackers frequently encounter other network users who have similar goals or who try to counter the hacker's attempt at espionage. When this happens, a talented hacker can analyze other network connections to determine a physical location of the targeted user. Some computers can be traced as well, revealing the physical location of the system the hacker's most likely accessed by remote.

When the character encounters another user on the same system or hacks into a remote system, he may initiate a trace to locate the rival user or computer. The character makes a Computer Use check (DC 20) to make the trace. If successful, the character learns the physical location of the machine or user in a general sense. For example, the character could learn that the person or machine being traced is in Moscow or on the University of Michigan campus, but not the street address of the user or computer.

Prerequisites: One talent from the Research talent tree.

Virus: One of the most malicious uses for a computer is to create a virus capable of crippling other machines and bringing entire networks down. Most viruses are computer programs that delete information or overwrite hard drives, propagating themselves via email or across the network.

To write a virus, the character selects a number of computers to affect based on the table below. Then, a Computer Use check must be made with the DC set by the number of computers to be affected. Once written, the virus must be uploaded to a machine during the "Do Your Stuff" phase of computer hacking (see page 52 of the *d20 Modern* core rulebook for more details). Once complete, the virus then brings down the computer for 1d10 hours, making it inoperable and inaccessible.

Prerequisites: One other talent from the Hacker talent tree.

Number of Machines	DC
1	15
2-10	20
10-100	25
100+	30

all things mechanical, and combines her knowledge of computing with her love of gear to function as the gadget creator for the Digital Revolution's mysterious inner circle. With an intimate knowledge of the interaction between software and hardware, Torque can crash machines by overloading processors and shorting out motherboards through creative uses of commands.

Originally a tomboy from a poor neighborhood in Detroit, Torque took an interest in cars while watching her father work as a mechanic. Growing up covered in grease and learning the ways of the combustion engine, Torque learned that she had a real eye for the way simple things work together to make complex actions possible. After salvaging an old computer and spending weeks trying to make the thing work, she discovered that it was more than automobiles that held her interest and began the first steps to becoming an expert on computer hardware.

She currently owns and is the head mechanic of her father's old automotive shop, servicing cars full time and spending her evenings with computers. With so many modern cars having onboard computers, she has found her services more and more in demand, as she is one of the few mechanics with a working knowledge of computers to match her mechanical expertise. When not coming up with unique new computer hardware, she adjusts the settings on onboard computer systems that limit a vehicle's top speed and makes it more efficient overall.

A short young woman who appears to have just come from the auto shop at all times, Torque usually has streaks of grease on her face and arms. She wears the blue coveralls that most mechanics have adopted as a standard uniform. She wears her black hair pulled back in a ponytail with a red bandanna covering her head and holding back her hair while she works. A multitude of piercings and metal hoops decorate her left ear, complemented by a nose ring with a thin chain running between it and the ring on the lobe of her ear. She's lighthearted and wisecracking, making her easy to like.

Torque: (Smart 4/Techie 8); CR 12; Medium-sized human; HD 4d6+2 plus 8d6+2; hp 58; Mas 14; Init +2; Spd 30 ft; Defense 17, touch 17, flat-footed 15 (+2 Dex, +5 Class); BAB +6/+1; Grap +8; Atk +7/+3 melee (1d6+1, wrench), +8/+3 melee (1d6+1, unarmed strike) or +7/+3 ranged (by weapon); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ backdoor, build robot, extreme machine, jury-rig +4, mastercraft (electronic) +1, mastercraft (mechanical) +1, virus; AL Digital Revolution; SV Fort +4, Ref +4, Will +9; AP 11; Rep +4; Wealth +7; Str 13, Dex 14, Con 14, Int 15, Wis 12, Cha 14.

Occupation: Blue Collar (bonus class skills: Craft [mechanical], Drive, Repair).

Skills: Balance +4, Computer Use +19, Concentration +7, Craft (electronic) +19, Craft (mechanical) +20, Disable Device +13, Drive +12, Intimidate +9, Knowledge (streetwise) +7, Knowledge (technology) +17, Listen +4, Pilot +4, Profession (mechanic) +9, Read/Write English, Repair +20, Research +10, Speak English, Spot +8.

Feats: Brawl, Builder, Combat Expertise, Focused, Gearhead, Hacker Alias, Knockout Punch, Simple Weapons Proficiency, Streetfighting, Vehicle Dodge, Vehicle Expert.

Possessions: Car opening kit, computer (desktop), mechanical tool kit, modem (broadband), tool belt, uniform.

New Spells

The following two spells see frequent use by characters looking to save time and speed up the process of computer cracking in a campaign that uses magic.

Crash and Burn

Evocation

Level: Mage 2; **Components:** V, S; **Casting Time:** Attack action; **Range:** Touch; **Area:** One computer; **Duration:** Permanent; **Saving Throw:** Fortitude Negates (object); **Spell Resistance:** Targeted (object)

When you don't have time to properly wipe away the evidence of computer use, the *crash and burn* spell causes a machine to deactivate and to fry its own internal circuits. The spell makes it look as though a power surge has overloaded the machine's motherboard and the computer was destroyed by a natural disruption.

When the spell is cast, the targeted computer immediately shuts down and suffers 3d10 points of electrical damage.

Hard Copy

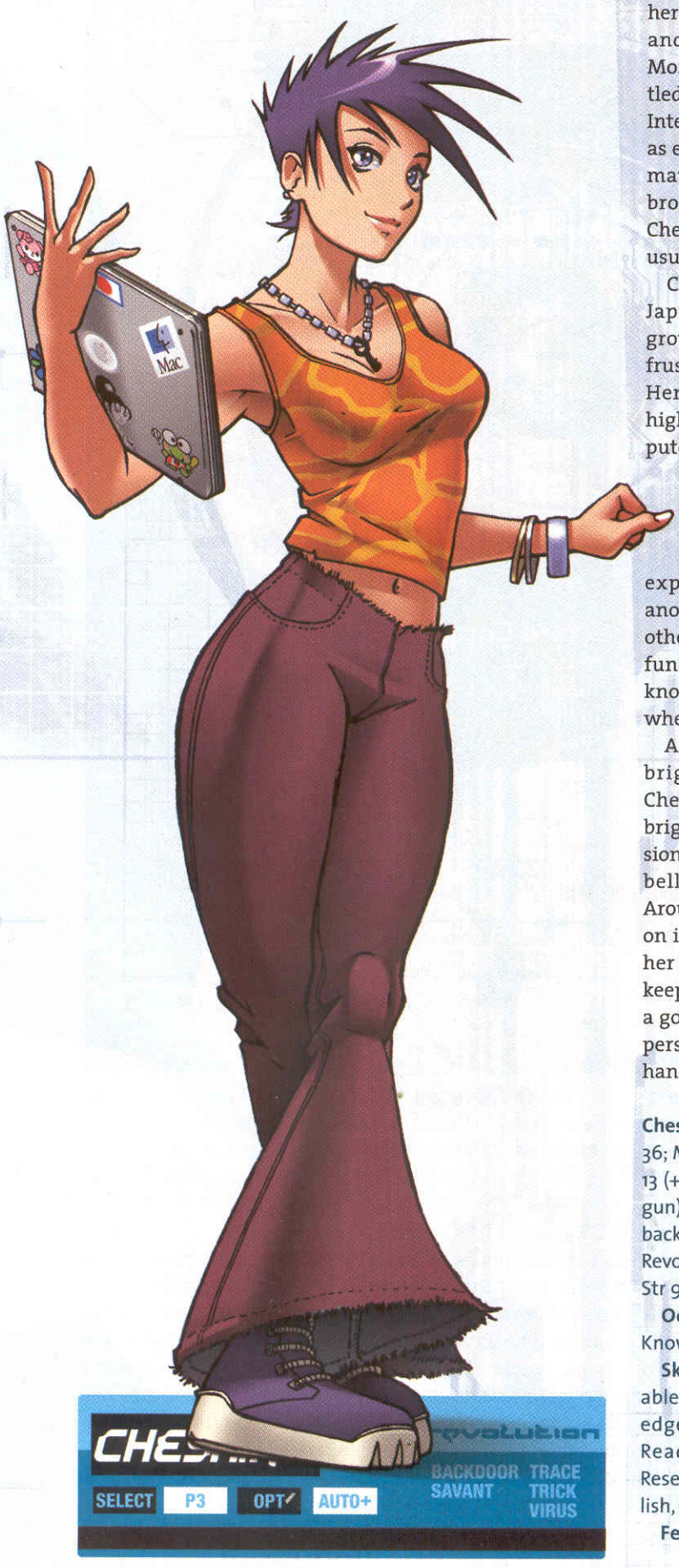
Divination

Level: Mage 1; **Components:** S, M; **Casting Time:** Full round action; **Range:** Touch; **Area:** One computer; **Duration:** Instantaneous; **Saving Throw:** None (object); **Spell Resistance:** Targeted (object)

Hackers often have difficulty gaining access to a particular machine, despite great need for the information contained on its hard drive. The *hard copy* spell allows a spellcaster to draw information from a targeted hard drive without even needing to power up the attached computer. By touching the computer in question and thinking of a single phrase or topic, you learn any information about that topic as though you had full access to that machine.

cheshire

A mischief-maker and rabble rouser who uses her talents for fun more than anything else, Cheshire was one of the first hackers to be called a "script kiddie" (a low-level hacker who exploits well-known network weaknesses using simple, commonly available programs). Although many of her Digital Revolution allies privately accuse her of being little more than an annoying troublemaker, her talent for creating chaos is unparalleled. Three of the five most widespread and hazardous computer viruses released into the world last year (according to the UN Report on Electronic Espionage) were her doing. It irritates



her that the top two viruses were created by someone else, and she's sworn to dominate the entire list next year. Moreover, her manifesto of simple computer tricks, entitled *Ten Crash Scripts for the Beginning Hacker*, litters the Internet and has been cited by the United States Congress as encouraging young people to cause problems for legitimate computer systems. When something needs to be broken, crashed, or even just slowed down for a while, Cheshire's library of scripts, programs, and resources can usually do the trick.

Cheshire is a 19-year-old college student from Okinawa, Japan. In many ways she is the typical young woman growing up in Japan, but between classes she foments frustration and paranoia for computer users worldwide. Her career as a hacker began with changing grades in high school to allow her to spend more time on her computer and less time studying. After a few disastrous runins with other hackers, she began to see the potentially destructive uses of computers, and she liked what she saw. Careful to target machines instead of people, Cheshire intensified her studies of system exploits to discover how to wreak as much havoc on another computer as possible. Uninterested in any of the other greedy uses for hacking, Cheshire has never stolen funds or altered bills in her favor, though she has been known to crash the network of the credit card companies when she is late on a payment.

A lithe young Japanese girl with short, spiky hair dyed bright purple in the style of many anime heroines, Cheshire typically wears a loose-fitting tank top with a brightly colored camouflage pattern. With a mild obsession for American culture from the 1970s, she wears denim bell-bottoms salvaged from some second-hand store. Around her neck dangles a necklace with a heavy, iron key on it; the key opens an antique chest in which she stores her laptop computer at all times when away in order to keep others from using it without her knowledge. She has a good grasp of the English language, but constantly peppers her speech with words and phrases from the shorthand language of Internet users.

Cheshire: (Smart 9); CR 9; Medium-sized human; HD 9d6; hp 36; Mas 10; Init +3; Spd 30 ft; Defense 16, touch 16, flat-footed 13 (+3 Dex, +3 Class); BAB +4; Grap +3; Atk +7 melee (1d3, stun gun), or +7 ranged (by weapon); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ backdoor, savant (Computer Use), trace, trick, virus; AL Digital Revolution; SV Fort +3, Ref +8, Will +5; AP 10; Rep +3; Wealth +6; Str 9, Dex 16, Con 10, Int 14, Wis 12, Cha 13.

Occupation: Student (bonus class skills: Computer Use, Knowledge [popular culture], Knowledge [technology]).

Skills: Bluff +7, Computer Use +17, Decipher Script +4, Disable Device +14, Forgery +8, Gather Information +7, Knowledge (popular culture) +12, Knowledge (technology) +17, Read/Write English, Read/Write Japanese, Repair +4, Research +16, Sense Motive +7, Sleight of Hand +9, Speak English, Speak Japanese, Spot +7, Tumble +7.

Feats: Defensive Martial Arts, Educated, Elusive Target,

Gearhead, Hacker Alias, Lightning Reflexes, Run, Simple Weapons Proficiency, Studious, Weapon Finesse (stun gun).

Possessions: Cell phone, clothing (casual), computer (laptop), modem (broadband), stun gun.

Lord Vapor

He has been called the Most Dangerous User by government agencies around the world. The CIA wants to lock him up and throw away the key, while the NSA wants to pretend he never existed. He goes by the handle of Lord Vapor, and he has at times been known as the number one electronic terrorist in the world. He considers himself a master of information, both its distribution and destruction. Lord Vapor is Digital Revolution's foremost cryptology and information gathering specialist, and is possibly the most talented hacker in the entire world. The apparently fearless computer criminal goes after the most high-profile targets and the most restricted information. So much dangerous information passes through his computer systems that other members of the Digital Revolution sometimes shy away from his projects.

Lord Vapor got his start during the Cold War as a spy and black ops computer specialist for America's National Security Agency. Some time after the fall of the Soviet Union, he witnessed *something* that prompted him to quit his government work and go into hiding. No one knows what it was he saw, but ever since he's waged a personal war of information against the government and all those who would hide the truth. Even Lord Vapor himself remains quiet on the subject, lest the government discover the depth of his knowledge.

In the meantime, he busies himself with constant vigilance and observation of high-level government communications. His training in codebreaking and encryption allows him to monitor communications containing top-secret information, though what he does with that information is unknown.

A pale-skinned, hard-faced man in his late thirties, Lord Vapor could pass for a prominent businessman in fashionable attire. He often wears a striking black suit and tie and stark black sunglasses. He wears a skull and crossbones tattoo on the back of his right hand, a symbol of a covert espionage team to which he belonged until the end of the Cold War. Lord Vapor speaks in hushed tones, seemingly paranoid of observation and distrustful of everyone other than himself.

Lord Vapor: (Smart 5/Dedicated 3/Investigator 5); CR 13; Medium-sized human; HD 5d6+1 plus 3d6+1 plus 5d6+1; hp 52; Mas 12; Init +6; Spd 30 ft; Defense 19, touch 19, flat-footed 17 (+2 Dex, +7 Class); BAB +7/+2; Grap +7; Atk +7/+2 melee (1d3, unarmed strike), or +9/+4 ranged (2d6, Beretta 92F); FS 5 ft. by 5 ft.; Reach 5 ft.; SQ aware, backdoor, contact (low-level, mid-level), nonlethal force, profile, savant (Computer Use), skill emphasis (Gather Information), trace; AL Digital Revolution; SV Fort +5, Ref +7, Will +13; AP 13; Rep +2; Wealth +6; Str 11, Dex 15, Con 12, Int 14, Wis 16, Cha 10.

Occupation: Investigative (bonus class skills: Computer Use, Gather Information).

Skills: Bluff +7, Computer Use +17, Decipher Script +11, Demolitions +6, Disable Device +8, Disguise +2, Forgery +8, Gather Information +16, Hide +3, Investigate +16, Knowledge (tactics) +7, Knowledge (technology) +8, Listen +4, Move Silently +2, Read/Write English, Read/Write Mandarin, Read/Write Russian, Repair +8, Research +8, Search +8, Sense Motive +7, Speak English, Speak Mandarin, Speak Russian, Spot +8.

Feats: Alertness, Attentive, Deceptive, Dodge, Gearhead, Hacker Alias, Improved Initiative, Iron Will, Low Profile, Personal Firearms Proficiency, Simple Weapons Proficiency, Stealthy.

Possessions: Beretta 92F, cell phone, cellular interceptor, clothing (business), coat, computer (desktop), digital audio recorder, digital camera, line tap, PDA, tap detector, telephone line tracer.

Using the Digital Revolution

The Digital Revolution can serve your campaign both as antagonists and allies to the player characters. If the party works for government or corporate interests, they might view the Digital Revolution as anarchic enemies just waiting to be brought to justice for their crimes. Parties struggling against those same forces might view the hackers as potential allies—if only they could be found. Although its members aren't strictly evil, they do operate outside the law and might be working for a malevolent power without their knowledge.

In a standard *d20 Modern* campaign, the group presents a unique challenge for the normal adventuring party. The Digital Revolution isn't overtly villainous. In fact, since most of the encounters they provide do not require them to be present, discovering the identity and location of a member of the Digital Revolution requires both investigation and intuitive thinking. As allies, the group serves perfectly as for-hire information sleuths whose unusual expertise allows them to avoid technological obstacles. The group might even become a permanent ally of the player characters, continually providing assistance and acting as a plot device for the Gamemaster.

Using the Digital Revolution in a *Shadow Chasers* campaign requires few changes. As minions of some dark power, perhaps they find themselves under the influence of evil forces, manipulated into making the heroes' lives more difficult. Many keepers of occult lore are beginning to transfer their records to electronic form for preservation, so a member of the group might be called upon to do some in-depth research that a simple trip to the local magic shop cannot provide.

Technology and computers play a significantly reduced role in the *Urban Arcana* setting, where magic is the rule of the day. That said, technology can be used to combat magical beasts and other arcane dangers, and a Digital Revolution armed with a few FX items and magic powers might be a highly effective fighting force.

In an *Agents of PSI* campaign, the Digital Revolution can flourish as true heroes or villains. In a setting rife with high espionage, massive conspiracies, and psychic powers, a talented group of hackers can make a huge difference. Perhaps they help to foster a conspiracy by hiding and deleting information or passing it along to other sources. Or they might work against a party attempting to get to the bottom of a mystery, always putting up stumbling blocks that prevent the necessary knowledge from falling into the party's hands. ●

Rodney Thompson is the author of the Star Wars Hero's Guide *and a member of AEG's* Spycraft/Shadowforce Archer Design Team.

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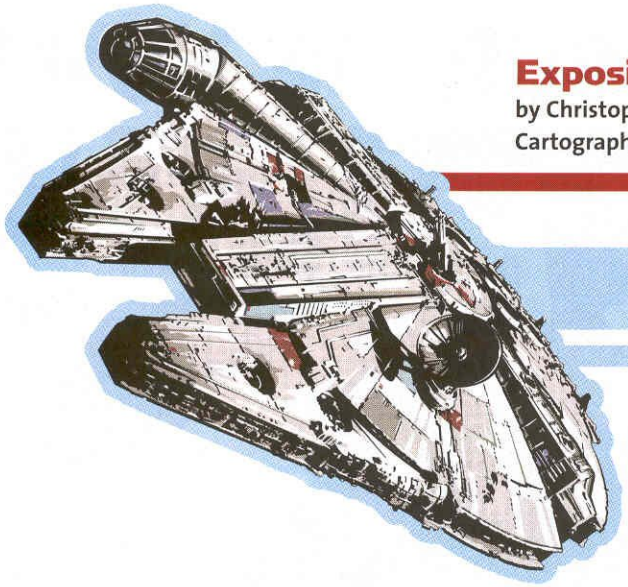


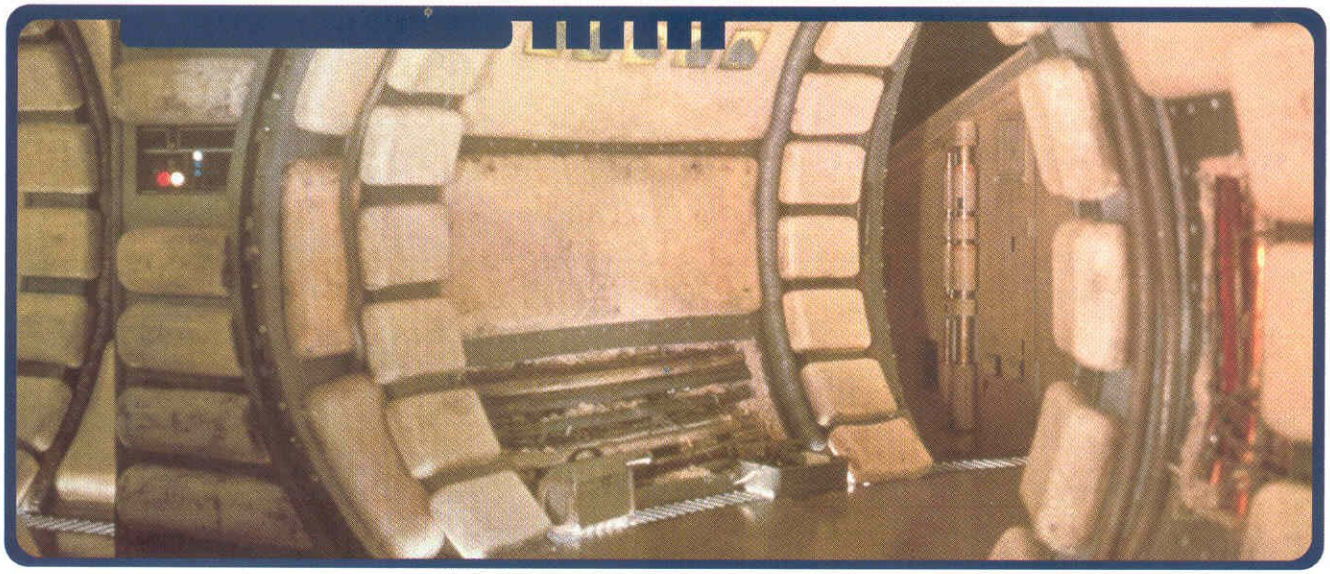
Exposing the YT-1300 Transport

by Christopher West,
Cartography by Christopher West

Few vehicles in the history of science fiction have attracted as much popular attention, or been shrouded in as much mystery, as the *Millennium Falcon*. This enigmatic vessel has characterized the *Star Wars* universe ever since she first thundered out of Mos Eisley spaceport, and her origins have remained a secret throughout the intervening years. Most fans understand that the *Falcon* is a YT-1300 transport, but they also know that many different owners including and preceding Han Solo have performed extensive modifications. To learn how one of countless identical freighters evolved to become this famous ship of secrets, read on:

The YT-1300 design was conceived by a panel of shipbuilding specialists at the Corellian Engineering Corporation and went on to become one of the most popular space transport hulls ever produced. Though the CEC made considerable profits from its older lines, the YT series revolutionized the intergalactic shipping industry through its unparalleled application of modular design. Entire sections could be mass-produced and arranged into new configurations as needed without extensive retooling, saving the company an enormous amount of money and allowing the starships to be brought to market at extremely competitive prices. The YT-1300 model exemplified this design concept, with a circular main corridor and modular compartments that could be mounted around it, radiating out from the central core of a saucer-shaped hull for convenience and economy of design.

Although all YT-1300s look very similar on the outside, their interiors can be considerably different, specifically because of the modular design. Two standard configurations saw the greatest levels of production initially. These were designated the YT-1300p and YT-1300f, for "passenger" and "freight," respectively. They shared the same external hull (just like every other YT-1300), but each was assembled internally with a different sort of purpose in mind. The "p" configuration included multiple passenger cabin modules but little extra cargo space. The "f" configuration was just the opposite: built with numerous cargo holds but no real accommodations for passengers.



"She's the fastest hunk o' junk in the galaxy!"
– Lando Calrissian

SECRETS OF THE FALCON

Both models were hot sellers, but later in the life cycle of the YT-1300 product line, the CEC grew wise to the fact that most customers sought a balance of the two functions, and started to assemble more of the ships with a blend of cargo and passenger modules. This configuration, initially known as the YT-1300fp, quickly became the most popular arrangement. Over time it came to be recognized as the "stock" version of the ship, and people began to forget the original configurations. The separate designators disappeared from common use altogether soon after the Emperor's rise to power.

A Legacy of Confusion

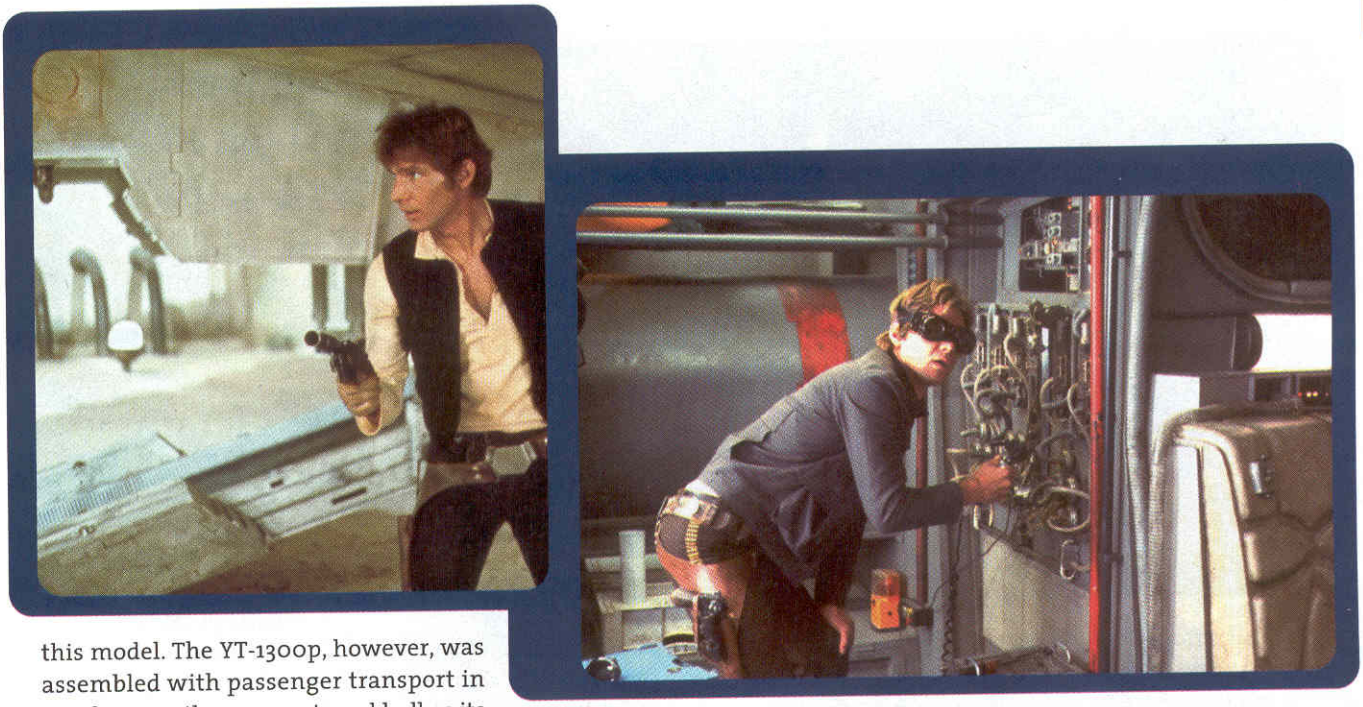
Contradictions and misunderstandings followed the YT-1300 product line from its first inception...some intentional, others purely accidental.

Among the most common of these involves the actual size of the ship. Anyone who has ever boarded the most widespread model of YT-1300 knows that the length listed on most official documents is not accurate. This confusing discrepancy is partly related to the existence of several different design scales within the series (all of which regrettably used the same YT-1300 designator). The matter is compounded, though, by a simple clerical error that the Corellian Engineering Corporation has never admitted or addressed: the stock vessel's keel length was improperly recorded on official registry classification documents. This error in specification was distributed to spaceports across the galaxy when the YT-1300 entered production and remains an enduring quirk of the series. Some speculate that a secretarial droid in desperate need of a memory wipe mistook a cubed figure for a whole number, while others have blamed it on a policy of misinformation within the highly competitive shipbuilding industry. Some insiders have even said that the specified length was calculated before the forward mandibles were added to the design. Whatever the cause, it remains a fact that until spaceports caught on to the numerical discrepancy, YT-1300s were frequently assigned to docking bays too small to accommodate their actual bulk.

Another matter of concern stems from the widespread availability of YT-1300 design documents, many of which feature vastly different internal layouts. Some of these are legitimate alternate designs offered by the CEC to buyers seeking customization, but a large number of them have never actually been produced at all. Early in the design phase of the YT-1300, several different sets of prototype deck plans and scale models at various stages of completion were stolen from a CEC shipyard office. These materials became widely distributed and account for many of the alternative plans available today. They are frequently mistaken for the actual versions that entered production because of the official CEC stamp they bear.

The final subject of much misunderstanding relates to the cylindrical protrusions found on either side of a YT-1300 hull. Those who fail to understand the fully customizable nature of the ship debate their function; some claim they house escape pods while others insist they serve as docking rings. The truth is quite simple: they served a different function in the two YT-1300 configurations that were standard issue when the ship was first released. The YT-1300f, designed for freight transport, features twin boarding ramps for the access of treaded cargo loaders and droids. These ramps and their overhead clearance take up much of that space, and so the 1300f has no room for bulky escape pods in those protrusions. Instead, matching port and starboard docking rings can be found in

YT-1300f
Stock Light Transport
(Freight Configuration)
1. Boarding Ramps
2. Docking Rings
3. Main Corridor
4. Observation Deck Access
5. Cockpit Access Corridor
6. Cockpit
7. Main Hold
8. Circuitry Bay
9. Refresher
10. Freight Loading Room
11. Cargo Holds
12. Engineering Bay
KEY
YT-1300p
Stock Light Transport
(Passenger Configuration)
1. Boarding Ladders
2. Escape Pods
3. Main Corridor
4. Observation Deck Access
5. Cockpit Access Corridor
6. Cockpit
7. Refresher
8. Circuitry Bay
9. Passenger Cabins
10. Passenger Lounge
11. Freight Loading Room
12. Cargo Hold
13. Engineering Bay
KEY
WEST



this model. The YT-1300p, however, was assembled with passenger transport in mind. It uses the same external hull as its cargo-hauling twin, but requires a greater escape pod capacity to accommodate the larger passenger complement. Two 6-person pods are built into the sides of this model, which features truncated hydraulic boarding ladders in place of ramps for standard access and egress.

YT-1300f

"You came in that thing? You're braver than I thought..."

– Princess Leia Organa

Boarding Ramps: Two hydraulically powered access ramps angle upward toward the center of the ship when opened. When closed, they form the floor of two passageways that connect the docking rings to the main corridor. Hatches at either end effectively turn the areas into large airlocks.

Docking Rings: Situated on the port and starboard sides, these sealed hatches and external magnetic couplings are used to dock the YT-1300 to capitol ships and space stations as well as passenger gantries in fancier starports.

Main Corridor: This ring-shaped tubular passageway encircles the central core of the ship and provides convenient access to the systems and compartments arrayed around it. A small alcove near the aft end houses a control terminal that regulates the power core's flow of energy. It is protected against unauthorized access by a locked panel, though many freighter captains choose to toss the panel into a cargo hold since there are rarely any passengers on board.

Observation Deck Access Tube: This vertical shaft running through the core of the ship links two small chambers with multi-paned viewports for crewmembers who wish to peer outside. The defensive laser cannon that comes standard on the stock YT-1300 can be mounted to the exterior of either one of these chambers, turning it into a gunnery station. The artificial gravity in these compartments creates the best viewing angle for observers or gunners, but the transition can be somewhat disorienting for the inexperienced.

Cockpit Access Corridor: This long, tubular corridor angles up slightly toward the cockpit, the floor of which is situated a few feet higher than the main deck

Cockpit: The control deck of a stock YT-1300 contains two seats (one each for the pilot and copilot) as well as a sizeable navicomputer terminal and an array of other electronic interfaces for the regulation of the ship's primary systems.

Main Hold: As well as storing a good amount of cargo, this bay is where the transport's crew spends much of their downtime. A pair of recessed bunks opposite one another allow the pilot and copilot to rest in relative comfort, with short sliding curtains for privacy, and a removable section of floor plating provides maintenance access to key ship systems. Structural support beams loosely divide this hold into two sections; cargo from the freight loading room enters the smaller forward area and can be stacked throughout the hold.

Circuitry Bay: A cramped chamber situated off of the main corridor allows maintenance and diagnostic access to the transport's unremarkable hyperdrive, and a small floor hatch can be removed for limited access to the vessel's power core. A locked hatch typically seals off the compartment, but most owners leave the door open in the absence of passengers who might otherwise meddle with the equipment.

Refresher: The ship's only refreshing facility contains few amenities. A medpac is stored here for emergencies.

Freight Loading Room: Cargo containers can be loaded into the forward holds by means of this receiving bay. Pressurized doors open to a cavity between the forward mandibles, and retractable arms within those mandibles guide crates and pallets into this chamber.

Cargo Holds: These large chambers provide the majority of the transport's freight capacity and are usually stacked

full of cargo from floor to ceiling.

Engineering Bay: Computers in this oversized compartment regulate the YT-1300's engine systems. A freight elevator in the floor near the main corridor allows large shipments to be brought up and distributed into the two adjacent cargo holds. Beneath removable deck plates, five single-passenger escape pods are housed in individual launch bays, each one ready to take a crewmember to safety in a desperate situation.

Corellian Engineering Corporation YT-1300f Freight Transport

Class: Space Transport
Size: Small (26.7 meters)
Crew: 1 to 2 (Normal +2)
Hyperdrive: x2 (x12 backup)
Initiative: +3 (+1 size, +2 crew)
Passengers: None
Maneuver: +3 (+1 size, +2 crew)
Cargo Capacity: 150 tons
Defense: +21 (+1 size, +10 armor)
Consumables: 2 months
Shield Points: None
Cost: 100,000 (new), 25,000 (used)
Hull Points: 120 (DR 20)
Maximum Speed in Space: Attack (8 squares/action)
Atmospheric Speed: 800 km/h (13 squares/action)
Weapon: Laser cannon; **Fire Arc:** Turret; **Attack Bonus:** +5 (+1 size, +0 crew, +4 fire control); **Damage:** 4d10x2; **Range Modifiers:** +0/-2/-4/-6

YT-1300p

"Would it help if I got out and pushed?"
– Princess Leia Organa

Boarding Ladders: Sections of floor in these corridors descend hydraulically to form steep metal boarding ladders when opened, allowing passengers to reach the circular main corridor. When closed, they form the base of two passageways that connect the main corridor to the escape pods. Hatches at either end effectively turn the passageways into serviceable airlocks.

Escape Pods: Situated on the port and starboard sides, these lifeboats each seat six passengers. Thrusters arrayed around the circular entrance port at the aft of each pod are used to launch them safely out of the socket and away from a doomed transport.

Main Corridor: This ring-shaped tubular passageway encircles the central core of the ship and provides convenient access to the systems and compartments arrayed around it. A terminal governing the power core is recessed into one wall of the corridor and protected from unauthorized access by a locked panel.

Observation Deck Access Tube: This vertical shaft running through the core of the ship contains a metal ladder that links two small chambers featuring transparisteel viewports for passengers who wish to peer outside. The defensive laser cannon that comes standard on the stock YT-1300 can be mounted to either one of these chambers, turning it into a gunnery station. The artificial gravity in these compartments is set up to create the best viewing angle for observers or gunners, but the transition can be somewhat disorienting for the inexperienced.

Cockpit Access Corridor: The floor of this long, tubular corridor angles up slightly to meet the cockpit floor, which is situated a few feet higher than the main deck.

Cockpit: The control deck of a stock YT-1300 contains two seats (one each for the pilot and copilot) as well as a sizeable navicomputer terminal and an array of other electronic interfaces for the regulation of the ship's primary systems.

Refresher: This is the ship's public refreshing facility. Though larger and more accommodating than the tiny facilities in the passenger cabins, there is only one such chamber with the extra amenities to service the ship's crew and all of its passengers.

Circuitry Bay: A cramped chamber situated off of the main corridor allows mainenance and diagnostic access to the transport's unremarkable hyperdrive, and a small floor hatch can be removed for limited access to the vessel's power core. A locked hatch typically seals the compartment.

Passenger Cabins: These three modular sections provide recessed sleeping accommodations for a total of nine passengers. Each contains a single small refresher in a private, closet-sized space as well as several storage compartments

The Millennium Falcon
1. Boarding Ramp
2. Starboard-side Docking Ring
3. Main Corridor
4. Quad-laser Access Tube
5. Cockpit Access Corridor
6. Cockpit
7. Main Hold
8. Circuitry Bay
9. Forward Hold
10. Freight Loading Room
11. Number Two Hold
12. Port-side Docking Ring
13. Port-side Corridor
14. Crew Quarters
15. Engineering Bay
16. Number Three Hold
KEY
Freight Loading Doors
Life Support Systems
Cargo Transfer Hatches
Maintenance Access
Secret Compartments
Engineering Stations
Ceiling Hatch
Hyperdrive
Freight Elevator
Escape Pods (Beneath Floor Hatches)
Sublight Engines
WEST

for luggage and personal effects.

Passenger Lounge: Passengers and crew use this space to socialize, relax, and eat meals. Simple terminals built into the walls offer any number of passive entertainments to distract bored travelers, while a semicircular lounge seat surrounds a large dining table that's perfect for games like sabacc. Nearby, a removable floor section allows maintenance access to key ship systems.

Freight Loading Room: Freight of any significant mass can be loaded into the only cargo hold by means of this receiving bay. Pressurized doors open to a cavity between the forward mandibles, and retractable arms within those mandibles guide crates and pallets into this chamber.

Cargo Hold: This large chamber is used to store any items of noteworthy size that passengers wish to take with them, as well as food stores and other freight.

Engineering Bay: Computers in this oversized compartment regulate the YT-1300's engine systems. A freight elevator in the floor near the main corridor allows large cargo to be lifted directly into the hull, but it is more often used for any Tiny vehicles that travelers need to bring on board. Beneath removable deck plates, five single-passenger escape pods are housed in individual launch bays, each one ready to take a crewmember to safety in a desperate situation.

Corellian Engineering Corporation YT-1300p Passenger Transport

Class: Space Transport
Size: Small (26.7 meters)
Hyperdrive: x2 (x12 backup)
Passengers: 9
Cargo Capacity: 50 tons
Consumables: 2 months
Cost: 100,000 (new), 25,000 (used)
Crew: 1 to 2 (Normal +2)
Initiative: +3 (+1 size, +2 crew)
Maneuver: +3 (+1 size, +2 crew)
Defense: +21 (+1 size, +10 armor)
Shield Points: None
Hull Points: 120 (DR 20)
Maximum Speed in Space: Attack (8 squares/action)
Atmospheric Speed: 800 km/h (13 squares/action)
Weapon: Laser cannon; **Fire Arc:** Turret; **Attack Bonus:** +5 (+1 size, +0 crew, +4 fire control); **Damage:** 4d10x2; **Range Modifiers:** +0/-2/-4/-6

The Millennium Falcon

"She's the fastest hunk o' junk in the galaxy!"
– Lando Calrissian

History

"I don't know where your ship learned to communicate, but it has the most peculiar dialect..."
– C-3PO

When she first rolled off of the assembly line before the fall of the Old Republic, the ship now known as the *Millennium Falcon* was a stock YT-1300f light freighter. She existed in that generic state for several years before an asteroid collision resulted in massive critical damage and put what was left of her in an orbital junkyard near Nar Shaada. There she rested for a time, until an enterprising technician bought her as scrap and set about the task of reconstructing her hull and replacing the core systems with updated hardware. The process required a great deal of time and effort as well as significant financial resources, which the new owner committed as a test of his skill, if not a labor of love. In the process, several sections of the ship were replaced with modular components from a YT-1300p with diplomatic designation that had met a similar fate, and the basics of her current interior layout began to take shape. It was during this reconstruction effort that she first gained the name *Millennium Falcon*.

The *Falcon* served this new owner in light shipping duties for only a few years before being stolen by an opportunistic pirate. This began a lengthy chain of shady owners, leading all the way up to Lando Calrissian and finally Han Solo himself. Most of these transactions were less than legal, and more than a few involved high-stakes gambling. Nearly all of the intervening owners also added their own "special modifications" during their tenure as captain. By the time the *Falcon* fell into Calrissian's hands, she was already one of the most "tricked out" freighters in

the galaxy, able to outfly almost any similarly sized vessel. Her speed, while not yet legendary, was still impressive. Calrissian, of course, lost the *Falcon* to its current captain in a game of sabacc.

By the time of the Battle of Yavin, Han Solo had managed to hold onto his precious ship longer than any other owner, including the original. He was also responsible for adding most of the *Falcon's* signature modifications and boosting her hyperdrive class to an unbelievable .5 rating. It was Solo who obtained the military-grade deflector shields from the Myomar Imperial repair depot and Solo who upgraded the already-powerful sensor suite with a massive rectenna dish for unparalleled long-range scanning. The installation of three argumentative droid brains to govern the ship's navicomputer was also one of Solo's ideas, though certainly not his best.

During Han Solo's ownership, the *Millennium Falcon* has set speed records on the infamous Kessel Run, dodged asteroids, blasted out of spaceports, clung undetected on the backside of a Star Destroyer, rescued dozens of people (including wookiees and Jedi), had homing beacons attached to and removed from her hull, gotten caught in tractor beams, been boarded by Imperials, landed inside a giant space slug, escaped from and helped to defeat two Death Stars, experienced innumerable system failures, and been shot at more times than even a droid can count. That's only a partial list, and through it all she has remained more or less in one piece and brought her crew safely out of every situation. By luck, fate, design, or happy chance, the *Millennium Falcon* continues to serve as Han Solo's prized guardian angel.

Description

"What a piece of junk!"

– Luke Skywalker

"She may not look like much, but she's got it where it counts, kid..."

– Han Solo

Boarding Ramp: Passengers first set foot on the *Falcon* here thanks to a single hydraulically powered platform that angles down from the ship's center. When closed, the boarding ramp forms the floor of a corridor that connects the starboard-side docking ring to the rest of the ship, and a semi-circular pressure hatch slides down from the ring corridor ceiling to turn this area into one big airlock. Shallow gear lockers set in the walls of this area contain a total of four folded environmental suits for excursions into dangerous atmospheres.

Starboard Docking Ring: Although Lando Calrissian preferred to dock the *Falcon* to larger ships and space station via the vessel's dorsal hatch (which is near an umbilical tether port and allows for easier refueling), Solo kept and continues to use the ship's side docking rings because they make the transfer of cargo progress more smoothly under similar circumstances.

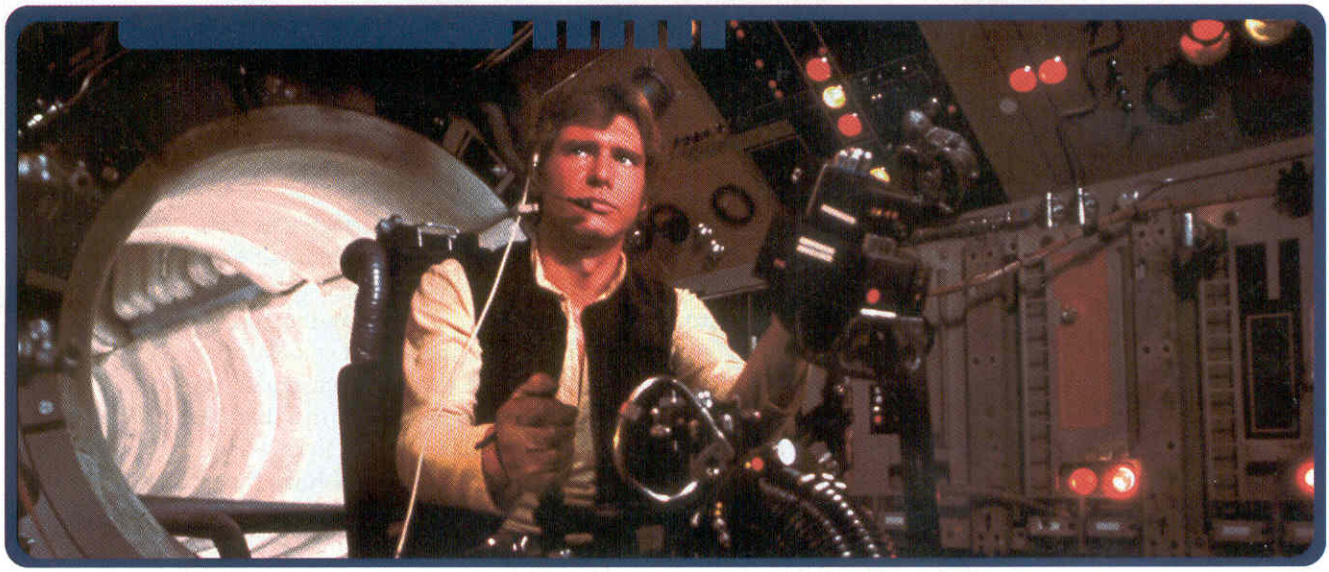
Main Corridor: This ring-shaped hallway forms the backbone of crew and passenger movement within the ship; it connects nearly every part of the interior to every other part. Essentially a flat-bottomed circular tube, one section of the corridor contains seven concealed smuggling compartments built into the floor for the safekeeping of valuable contraband. These compartments lie close to the outer hull and can be vented into space in an emergency. A careful inspection (DC 25 Search check) reveals the hidden compartments. Near the aft section of this corridor, an engineering station regulates the flow of energy from the power core. It is missing the access panel that usually protects this important console from passengers in a stock YT-1300.

Quad Laser Access Tube: Here, a shallow corridor connects to a vertical tube that links the dorsal and ventral quad-laser gunnery stations. A wall-mounted ladder connects the two gunwells, and variable artificial gravity allows each of the posts to comfortably face the transparisteel viewports.

Cockpit Access Corridor: This hallway connects the cockpit to the main corridor at the center of the ship. The floor of this passage angles up slightly towards the cockpit, and each end can be sealed off by a pressure hatch.

Cockpit. The nerve center of the *Millennium Falcon*, this small compartment seats up to four crewmembers and features a pair of chromated dice dangling from the ceiling (much to Chewbacca's chagrin; they occasionally get caught in his fur). Solo is constantly adding new devices to the consoles here to govern the many juryrigged devices he has installed in his ship. As a result, the control panels are a virtual forest of buttons, switches, and levers. Anyone other than Solo, Chewbacca, or Calrissian who attempts to operate the *Falcon* or its systems from here suffers a –4 penalty to Pilot and Computer Use checks until they become familiar with the unique control configuration. The navicomputer of a stock YT-1300 was replaced with the larger ANq-51 terminal in the main hold, allowing room for greater cockpit occupancy in the process.

Main Hold: Sometimes called the number one hold, this area serves many functions within the *Falcon*. First, it is a catchall storage space for miscellaneous cargo. The metal drums and crates in this area typically contain Han's personal supplies and ship resources (fuel, etc.) rather than trade goods. It also serves as a crew lounge by default; the semicircular seat was rescued from a scrapped YT-1300p and includes slide-out seat extensions on either end that were added by Lando Calrissian to expand the Falcon's passenger capacity for short trips. Solo added the dejarik holochess table at his first mate's insistence; the Wookiee has a fondness for the game even though he's not very good at it. Han usually sleeps in a cushioned alcove above the lounge seat, while Chewbacca sprawls out rather protectively on the lounge itself. A second sleeping alcove once existed across from the lounge, but it has been removed to make room for a large computer terminal that stores sensor and navigational data and serves it to the ship's droid brains, which calculate hyperspace jumps.



Finally, a large section of deck plating can be removed from the center of the floor to allow access to a deeply recessed maintenance bay, and a similar hatch exists in the ceiling directly above it. These areas are open more often than closed, as either Solo or Chewbacca work to optimize or repair some embedded system.

Circuitry Bay: The *Millennium Falcon* holds two small circuitry bays. One, situated near the core of the ship, allows maintenance access to essential power distribution systems and comes standard on every YT-1300 configuration. A previous owner added the other bay to allow easier access to the *Falcon's* power conduits and backup systems. It opens directly into the main hold, and includes a secondary hatch from the port-side corridor. The floor of this circuitry bay is partly recessed to provide additional access to lower systems, and the other bay includes a removable floor section for similar reasons.

Forward Hold: This smaller cargo hold is connected to the main hold by a set of three black hatches positioned between structural supports. These window-sized portals are difficult to notice (by accident more than design) because of the wiring that obscures their edges. They are designed to allow the transfer of cargo through a bulkhead that was installed between key structural supports for additional hull integrity.

Freight Loading Room: Loading arms built into the forward mandibles guide pallets of cargo into this compartment through large sliding pressure doors. From here, these shipments are distributed to the adjacent holds for secure storage while en route to their destination. Mounted in the ceiling overhead is an elaborate concussion missile launcher system salvaged from a TIE bomber and a storage rack for the associated munitions (6 missiles).

Number Two Hold: This is one of the *Falcon's* larger cargo holds, and also contains a full set of life support systems: water purifiers, air recirculators, temperature regulators, and the like.

Port-side Docking Ring: This area is identical to the starboard-side docking ring, save that it includes a much smaller airlock space because of the proximity of the second door. It doesn't see much use.

Port-side Corridor: This straight passageway is unremarkable, save that it includes an access port to the ship's dorsal hatch. A cylindrical tube pulls down from the ceiling, while an elevating platform in the floor lifts a person up into it, through the upper layers of the hull, and ultimately out through an airlock hatch to the roof of the *Falcon*.

Crew Quarters: This small modular section was taken from a YT-1300p and houses up to three passengers or additional crewmembers. A storage compartment built into one wall includes a medical kit for each bed as well as extra blankets and pillows. The opposite wall houses a very small refresher that is just barely large enough to accommodate a wookiee.

Engineering Bay: This chamber, the largest in the ship, contains the *Falcon's* most vital systems: the ultra-fast sublight engines and oversized hyperdrive, plus their huge diagnostic terminal. These systems, and others in the compartment, are extensively juryrigged with extra cables, conduits, and reinforcing stuts running up and down the walls and connecting everything in an elaborate maze of technology. A freight elevator built into the floor allows cargo to be brought up from below for storage in the adjacent cargo hold. Meanwhile, five individual sections of deck plating can be removed to access a set of small, single passenger escape pods. These pods are extremely uncomfortable and lack any accommodations whatsoever for a lengthy occupation, but they're functional and reliable...something that can't be said of most devices built into this ship.

Number Three Hold: Sometimes called the aft cargo hold, this compartment shares a wall with the engineering bay that slides open to allow larger items into the chamber for storage. Captain Solo uses this section to store sizeable replacement parts, armor plating materials, and components from other starships that he thinks may prove useful.

Known Customizations

"I've made a lot of special modifications, myself."

– Han Solo

Over the years, the *Millennium Falcon* has undergone a number of adjustments, enhancements, modifications, alterations, and customizations to suit the whims and needs of her various owners. Though still recognizable as a YT-1300, this battered old freighter now packs more firepower and surprises than her CEC designers ever could have imagined.

What follows is an abridged list of the most significant upgrades. It is by no means complete, as Solo is constantly finding new ways to improve his "baby":

- **Rapid Startup Sequence:** The *Millennium Falcon* is capable of racing through her preflight warm-up in an unbelievable three minutes. While most ships are able to make a cold start, doing so inevitably burns out power couplings and can severely and permanently degrade the engines themselves. The *Falcon*, on the other hand, seems to handle such situations without even flinching...probably as a result of Solo's extensive juryrigging.
- **Military-grade Shields:** Captain Solo acquired these deflector shield components at the Imperial repair depot on Myomar, earning the enmity of the local Moffs in the process. Like most of the ship's weapons, these shields are extremely illegal and could land Solo in a heap of trouble if he ever gets caught using them. The added protection is worth the risk, though, and these shields have saved the smuggler's hide on a great number of occasions.
- **Twin Quad Laser Cannons:** The original YT-1300s featured a single laser cannon as standard equipment (usually affixed to the ventral gunnery bay to enable strafing action), but were designed with two functional weapon mounts, one above and one below, to accommodate buyers with a desire for added security. Previous owners installed their starship weapons of choice to these gun mounts, but Solo chose to replace Calrissian's selections with a pair of motion-reactive and highly illegal quad laser cannons. The fire control computers augmenting these guns are top-notch and their combined systems make the ship that much more dangerous.
- **Concussion Missile Launchers:** Built into the cavity between the *Falcon's* forward mandibles are a pair of concussion missile launchers, each with a magazine of 4 missiles. A previous owner installed one of these systems, but the second was added by Chewbacca in preparation for the attack on the second Death Star.
- **Sensor Rectenna:** The *Falcon's* signature sensor dish is a relatively new addition. It's actually a suite of powerful scanning and jamming devices built into one deluxe (and also very illegal) package. Its exceptional range allows Solo to detect Imperial patrols long before they can takes notice of the *Falcon*.

Preserving the Story

"I just got a weird feeling...like I'm never going to see her again."

– Han Solo

Cruising around the galaxy in the most famous smuggling freighter ever known may be a great deal of fun, but it also poses some massive hazards to the continuity of the *Star Wars* saga. For those concerned about such things, here are a few different tips on ways to use this remarkable ship in a game and avoid damaging the integrity of the official *Star Wars* storyline:

Cameo Appearance: Just because the *Millennium Falcon* shows up in a Star Wars campaign doesn't mean it has to be the center of attention. Simply receiving a friendly hail from Han Solo as the *Falcon* flies past on its way to parts unknown may be enough to give players the sense that their characters exist within the universe they know and love.

Out of Commission: GMs who are afraid that their players might try to hijack the *Falcon* for their own amusement can consider grounding it for the duration of its appearance. Chewbacca could be performing a complete overhaul of the power couplings, or Solo himself might be undertaking any number of other repairs to the failure-prone vessel. An adventure might take the characters aboard the ship during this "downtime" without presenting any opportunity to steal it.

Plot Caveat: The demands of a storyline might dictate that the PCs can't afford to play around with the continuity. If their characters' personal goals require Han Solo to be present at the Battle of Yavin to help destroy the first Death Star, for example, players may be less likely to interfere with his ability to do so.

Security Measures: A PC who attempts to take control of the *Millennium Falcon* without authorization might find the process more difficult than anticipated. Perhaps Solo's rapid startup modifications are so labyrinthine that very few people can even start her, to say nothing of getting her off the ground. The computer might even be set up to lock out anyone who tries to use her systems without the proper access codes, and Solo could have other—more dangerous—countermeasures in place to prevent any loss of control.

Boarding Action: If the PCs are in possession of the *Falcon* and don't seem inclined to return it, a GM might have the ship boarded by Imperials or some other authority. Han Solo has been known to admit, "Even I get boarded sometimes...", and he could always rescue his vessel from an impound yard after the PCs are safely out of the picture.

It's Not the Real *Falcon*: With a ship this famous and this fast, there are bound to be copycat designers out there who would seek to duplicate all of the tricks used to get the *Falcon* up to speed. Some might even go so far as to replicate the entire ship and its many idiosyncrasies from a matching YT-1300 hull. Han Solo has also made countless enemies over the years who might seek to ruin his new "good-guy" reputation...especially after the collapse of the Empire. Perhaps the ship that has fallen into the PCs' hands is actually a copy, designed as part of a plan to either learn the secrets of the original, or frame Han Solo for some nefarious deed. Under this scenario, the players may even witness the spectacular destruction of the famed *Millennium Falcon* without actually interfering with the official storyline!

- **Concealed Blaster Cannon:** This retractable repeating blaster has proven itself a useful repellant against those who would try to board the *Millennium Falcon*. Situated near the boarding ramp, the weapon can be targeted manually from the cockpit or automated under computer control to fire upon anything that moves.
- **Upgraded Sensor/Navigational Console:** The engineering station located in the Main Hold is a Fabritech ANq-51 sensor array computer salvaged from an aging Corellian Corvette. In addition to processing information from the primary sensor array, the terminal also serves as the ship's navicomputer, feeding raw navigational data to the *Falcon's* droid brains.
- **Droid Brains:** Han Solo personally installed a trio of used astromech droid processors in the *Falcon* to distill navicomputer data into hyperspace jump coordinates, but they also oversee many other computerized functions on board the ship. Their constant bickering causes no end of problems that show up in the form of technical glitches, and their networked intelligence is responsible for the ship's "peculiar dialect."
- **Dejarik Hologame Table:** This holographic gaming table is programmed with many different diversions, but Chewbacca's favorite is Dejarik chess. His creature selections and tendency to move them rashly and without tactical planning would make him easy to defeat if the Wookiee's imposing stature didn't intimidate most opponents into conceding victory anyway, just to placate him.
- **Smuggling Compartments:** These hidden floor bays beneath the main corridor deck plates were actually installed long before Lando Calrissian ever owned the ship, though he continues to claim credit for the idea. Altogether, they are capable of concealing up to seven tons of illicit goods.
- **Hyperdrive Acceleration:** Almost every owner the *Falcon* has ever known has tried to improve her hyperdrive rating, some more successfuly than others. Through careful modification of key systems and adjustments to the field projected around the ship in hyperspace, Han Solo has bested them all. The *Falcon* now features a class 0.5 hyperdrive twice the size of that found in any other space transport and twice as fast as any ship in the Imperial fleet.
- **Sublight Drive Acceleration:** Like her hyperdrive, the *Falcon's* atmospheric and interplanetary speeds have been greatly enhanced. She can outrun nearly any similarly-classed vessel, and even many starfighters have a hard time keeping up with her.
- **Extra Landing Legs:** Not long before the evacuation of Echo Base on Hoth, Han and Chewbacca undertook a major renovation to the *Falcon's* undercarriage and landing gear. They added new legs and associated housing structures (for a total of seven landing struts in five emplacements) and reinforced the hull to withstand the additional stresses.

Game Stats

"Here's where the fun begins."

– Han Solo

Millennium Falcon

Heavily Modified Corellian Engineering Corporation YT-1300 Transport

Class: Space Transport
Size: Small (26.7 meters)
Hyperdrive: x5 (x10 backup)
Passengers: 3
Cargo Capacity: 100 tons
Consumables: 2 months
Cost: Not available for sale
Crew: 2 or 4 (Unique +15)
Initiative: +3 (+1 size, +2 crew*)
Maneuver: +16 (+1 size, +15 crew)
Defense: +21 (+1 size, +10 armor)
Shield Points: 90 (DR 20)
Hull Points: 180 (DR 20)

Maximum Speed in Space: Ramming (12 squares/action)
Atmospheric Speed: 1,050 km/h (18 squares/action)
Weapon: Quad laser cannons (2); **Fire Arc:** Turret; **Attack Bonus:** +15 (+1 size, +8 crew*, +6 fire control); **Damage:** 6d10<<ts>>2; **Range Modifiers:** +0/-2/-4/-6
Weapon: Concussion missile launchers (2 fire-linked, 4 missiles each); **Fire Arc:** Front; **Attack Bonus:** +xx (+x size, +xx fire control, +xx equipment); **Damage:** 9d10<<ts>>2; **Missile Quality:** Good (+15).
Weapon: Blaster cannon (retractable); **Fire Arc:** Turret; **Attack Bonus:** +17 (+1 size, +8 crew*, +8 fire control); **Damage:** 4d8; **Range Modifiers:** +0/-2/-4/-6; **Range Increment:** 50 meters.

Plot Hooks

"You know that ship saved my life quite a few times..."

– Lando Calrissian

There are countless ways that a clever GM might work the *Millennium Falcon* into an ongoing campaign, and even more options for those who would use the ship as the basis for an entire adventure. Here are some suggestions:

Stolen Property: Someone has shipnapped the *Millennium Falcon!* Now the PCs are the only individuals in a position to recover it, and must return it to Solo in order to secure his aid with their own mission.

Mayday! While traveling the space lanes, the PCs receive a hail from the famous smuggler Han Solo, who needs either their assistance or important information that they possess (such as the current heading of a ship they recently passed...a ship carrying someone or something that the *Millennium Falcon* is pursuing). Sooner or later the *Falcon's* captain escapes his predicament without their help, but if the characters choose to go to his aid, they earn a favor from a widely recognized hero of the Rebellion and may get a chance to tour his remarkable ship.

Solo to the Rescue: Han Solo has been known to come to the aid of people in distress. His loyal companion and first mate, Chewbacca, was liberated from slavery to the

Empire in just such a fashion. If the PCs are in need of assistance, a GM might introduce the *Millennium Falcon* as part of that plotline. That said, this sort of *deus ex machina* should be used very rarely, if ever, lest players come to expect outside assistance every time their characters get into hot water. Even if the *Falcon* does appear in their time of need, the characters should still escape from their dilemma by their own skills and merit. Perhaps they must use interaction skills to persuade Solo of their need, or maybe the rescue goes awry and they must help their rescuer in turn...

Safe Passage: The PCs are in need of transit from one system to the next, but the matter has become complicated. Perhaps they're wanted by the authorities or need to infiltrate a carefully guarded system. Maybe their own ship has been impounded or is just not fast enough to get them where they need to go in time to make a difference. In any event, the *Millennium Falcon*, with her smuggling compartments and unbeatable speed, presents the ideal solution...if they can persuade her captain to take them to their destination. Along the way, a variety of new situations may arise: the PCs might need to man the quad laser guns, help Solo make emergency repairs, or even repel an enemy boarding party!

Stowaway: In a covert effort to reach a nearby system undetected, the PCs hide themselves within shipping containers for transit aboard a cargo vessel. Things don't go quite as planned, however, and when they climb out of their crates the characters find themselves aboard the *Millennium Falcon!*

Blackmailed: The infamous Hutt crime lord Jabba has his eye on Solo's ship, and uses some sort of personal leverage (threats or blackmail) to try to compel the PCs into stealing it for him. They might turn the tables on Jabba and enlist Han and Chewbacca's aid instead, but one way or another a struggle for control of the *Falcon* is bound to ensue. It's up to the player characters to decide which side they're on.

Wandering Wookiee: For one reason or another, Chewbacca is missing in action: taken by bounty hunters, performing some important duty on Kashyyyk, or otherwise detained by circumstance when Solo needs to take the *Falcon* into a dangerous situation (possibly the rescue of said Wookiee). If they have ties to the Rebellion, the PCs might be recruited to serve as temporary crewmembers aboard the famous ship.

Carbonite Conundrum: While Han Solo rests frozen in carbonite and his friends are struggling to free him from the clutches of Jabba the Hutt, the *Millennium Falcon* sits all but abandoned elsewhere on Tatooine. The PCs might be assigned to protect the ship (or charged with stealing it if they're of a less heroic nature), but an independent consortium of bounty hunters has learned of the vacant vessel and sent out agents to claim it...by force if necessary.

Hired Hands: Several years before Han Solo wins the vessel from him in a game of sabacc, a young Lando Calrissian sets out on a dangerous venture of his own, and hires a group of would-be heroes to serve as crewmembers aboard a less famous but still formidable *Millennium Falcon.*

Previous Owners: Long before even Lando came to possess her, the *Millennium Falcon* was passed from one shady owner to the next over a period of many years. In a campaign set during the fall of the Old Republic, the PCs could, themselves, be a group of such individuals, owning the *Millennium Falcon* by right (or by theft) throughout the length of an entire campaign!

The Secrets Never End

"This baby's got a few surprises left in her..."
– Han Solo

With a section-by-section analysis at one's fingertips, a person might begin to think that the *Millennium Falcon* has no surprises left. This would be a mistake. Solo is notorious for tinkering with his prized starship and very skilled at keeping his tricks up his sleeve until just the right moment.

There's also the possibility that other enhancements remain hidden within the ship's hull, installed by previous owners or in great secrecy by the current captain. Certainly Han Solo has taken his vessel apart enough times to discover or create any such secrets, but he could be keeping them in reserve for a particularly sticky situation.

A GM might consider adding some of the following enhancements if a new surprise seems in order:

- A doubling of the current concussion missile capacity, created by expanding the launcher's storage mechanism into the forward mandibles.
- A short-range ion cannon in a concealed dorsal hatch.
- An experimental (and unreliable) miniaturized cloaking device liberated from an Imperial research facility.
- An additional drop-down repeating blaster built into the ring corridor ceiling near the boarding ramp and controlled remotely as a deterrent against intruders.
- Charged deck plating in the cockpit access corridor as a last-ditch security measure.

Chris West got his start as a professional cartographer right here in the pages of Dungeon. *Since then, you've seen his work in poster maps for the* **Shackled City** *adventure path and the recent githyanki* Incursion cross-magazine event, *as well as in the monthly* Polyhedron *column, Global Positioning. Look for more* Star Wars *maps in future issues.*